

SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1167875

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

RECEIVED
FEB 07 2002
370

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
OMB Number:
3235-0076
Expires: May 31, 2002
Estimated average
burden
hours per response.. . 1

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

PROCESSED
P FEB 22 2002
THOMSON
FINANCIAL

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Private Offering For Family, Friends and others who are accredited investors.

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

VibraLung, Inc.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check	<input type="checkbox"/>	Promoter	<input checked="" type="checkbox"/>	Beneficial	<input checked="" type="checkbox"/>	Executive	<input checked="" type="checkbox"/>	Director	<input type="checkbox"/>	General
Box(es) that				Owner		Officer				and/or
Apply:										Managing
										Partner

Full Name (Last name first, if individual)

Hughes, Arthur

Business or Residence Address (Number and Street, City, State, Zip Code)

11990 Meadowood Ln., Parker, CO, 80138

Check	<input type="checkbox"/>	Promoter	<input checked="" type="checkbox"/>	Beneficial	<input checked="" type="checkbox"/>	Executive	<input checked="" type="checkbox"/>	Director	<input type="checkbox"/>	General
Box(es) that				Owner		Officer				and/or
Apply:										Managing
										Partner

Full Name (Last name first, if individual)

Hughes, Linda

Business or Residence Address (Number and Street, City, State, Zip Code)

11990 Meadowood Ln., Parker, CO, 80138

Check Promoter Beneficial Executive Director General
Box(es) that Owner Officer Partner
Apply:

Full Name (Last name first, if individual)

Carmichael, Larry

Business or Residence Address (Number and Street, City, State, Zip Code)

11990 Meadowood Ln., Parker, CO, 80138

Check Promoter Beneficial Executive Director General
Box(es) that Owner Officer Partner
Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Promoter Beneficial Executive Director General
Box(es) that Owner Officer Partner
Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Promoter Beneficial Executive Director General
Box(es) that Owner Officer Partner
Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check [] Promoter [] Beneficial [] Executive [] Director [] General and/or Managing Partner
Box(es) that Apply: Owner Officer

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No [X] []

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$5.00

3. Does the offering permit joint ownership of a single unit? Yes No [X] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Not Applicable

Business or Residence Address (Number and Street, City, State, Zip Code)

offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	NA	\$0.00
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ _____
Accounting Fees	<input checked="" type="checkbox"/>	\$3,500.00
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$3,500.00

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$996,500.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$4,000
Working capital	<input checked="" type="checkbox"/> \$56,400	<input type="checkbox"/> \$ _____
Other (specify): Any Proceeds over the amount needed for initial goal (\$60,400) will be used for Marketing and Production	<input checked="" type="checkbox"/> \$936,100	<input type="checkbox"/> \$ _____

activities.

[] \$ _____ [] \$ _____

Column Totals

[X] \$992,500 [] \$ _____

Total Payments Listed (column totals added)

[X] \$996,500

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) VibraLung, Inc.	Signature 	Date 12/31/01
Name of Signer (Print or Type) Arthur R. Hughes	Title of Signer (Print or Type) President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No
[] [X]

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

ID								
IL								
IN								
IA	X	Equity Common / \$1,000,000	0	1	\$25,000.00			X
KS								
KY								
LA								
ME								
MD								
MA								
MI								
MN								
MS								
MO	X	Equity Common / \$1,000,000	0	1	\$1,000.00			X
MT								
NE								
NV								
NH								
NJ								
NM								
NY								
NC								
ND								
OH								
OK								
OR								
PA								
RI								
SC								
SD								
TN								
TX								
UT								
VT								

VA									
WA									
WV									
WI									
WY									
PR									

<http://www.sec.gov/divisions/corpfin/forms/d.htm>
Last update: 08/27/1999