DEESE JERRY E Form 5 January 16, 2002

			OMB APPROVAL		
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	U.S. SE	CURITIES AND EXCHAI WASHINGTON, D.C. 2			
		FORM 5			
	ANNUAL STA	TEMENT OF CHANGES	IN BENEFICIAL OWNERSHIP		
[_]	Section 17(a) of the	Public Utility Ho.) of the Investment ger subject to Sect . See Instruction		,	
1.	Name and Address of Rep	orting Person*			
	Deese	Jerry	Ε.		
	(Last)	(First)	(Middle)		
	c/o Fab Industries, Inc	., 200 Madison Ave	nue		
		(Street)			
	New York	NY	10016		
	(City)	(State)	(Zip)		
2.	Issuer Name and Ticker	or Trading Symbol			
	Fab Industries, Inc. ("	FIT")			
3.	IRS Identification Numb	er of Reporting Pe	rson, if an Entity (Voluntar	у)	
4.	Statement for Month/Yea	r			
	01/02				
5.	If Amendment, Date of O	riginal (Month/Yea:	- c)		
=== 6.	Relationship of Reporti (Check all applicable)	ng Person(s) to Is:	suer	=====	

<pre>[_] Director [X] Officer (give title below)</pre>		10% Owner Other (speci	fy below)							
Vice President	: - Controller	of Plant Oper	ations							
7. Individual or Joint/Group Filing (Check Applicable Line)										
[X] Form filed by One Reporting [_] Form filed by More than One		rson								
Table I Non-Derivative or Benef	Securities Acc	quired, Dispos	ed of,							
	2. Transaction	Code	Disposed o	of (D)	red (A) or					
1. Title of Security (Instr. 3)	(Month/ Day/ Year)		Amount	(A) or (D)	Price					
Common Stock, \$.20 par value										
Common Stock, \$.20 par value	8/1/2001	A	129	А	(1)					
	-=========	-========	:=======							
* If the form is filed by more that Instruction $4(b)(v)$.	an one reportin	ng person, see	:							
POTENTIAL PERSONS WHO ARE INFORMATION CONTAINED IN THI UNLESS THE FORM DISPLAYS A C	S FORM ARE NOT	required to	RESPOND							
			SEC 2270 ((Over) (3/99)						
FORM 5 (continued)										
Table II Derivative Securities Acqueece (e.g., puts, calls, warrants	-		_	<i>i</i> ned						

			4.	Securi Acquir	tive	Date Exercis	sable and tion Date	of Unst	nderly rities tr. 3	and 4)
1.	of	action	Trans-	of(D)	-	(Month,	/Day/Year)	:	Amount
Title of Derivative Security	ative	- Date (Month/ - Day/	Code		5)	Date	Expira- tion	_		or Number of
(Instr. 3)	ity	Year)	8)	(A)	(D)	cisable	e Date	Title	€	Shares
Employee Stock Option (right to buy)	\$27.25									
Employee Stock Option (right to buy)	\$13.00									
Employee Stock Option (right to buy)	\$11.0625	11/3/2000	A(4)	2,000		(5)	11/3/2010	Common	Stock	2,000

Explanation of Responses:

2.

- 1. Represents shares allocated under the Fab Industries, Inc. Employees Stock Ownership Plan.
- 2. 2,000 shares became exercisable on each of 04-03-96, 04-03-97, 04-03-98, 04-03-99 and 04-03-00.
- 3. 2,000 shares became exercisable on each of 10-27-00 and 10-27-01 and will become exercisable on each of 10-27-02, 10-27-03 and 10-27-04.
- 4. Issued to replace 2,000 shares of Employee Stock Options that expired on 11-2-00.
- 5. 400 shares become exercisable on each of 11-03-01, 11-03-02, 11-03-03, 11-03-04 and 11-03-05.
- 6. 10,000 shares of Employee Stock Options were cancelled on 7-21-00 under the Fab Industries, Inc. 1997 Stock Incentive Plan.



** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedure.

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.

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