### FAB INDUSTRIES INC Form 5 January 16, 2002

OMB APPROVAL
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COMMISSION 9
ENEFICIAL OWNERSHIP
ies Exchange Act of 1934, g Company Act of 1935 mpany Act of 1940
16. Form 4 or form 5
(Middle)
10016

U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 5

#### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

[_]	Check this box if no loobligations may continue Form 3 Holdings Reporter Form 4 Transactions Rep	ue. See Instruction 1( ed	on 16. Form 4 or form 5 b).					
1.	Name and Address of Re	eporting Person*						
	Lerner	Susan						
	(Last)	(First)	(Middle)					
	c/o Fab Industries, I	nc., 200 Madison Avenu	e					
		(Street)						
	New York	NY	10016					
	(City)	(State)	(Zip)					
2.	Issuer Name and Ticke	r or Trading Symbol						
	Fab Industries, Inc.	("FIT")						
3.	. IRS Identification Number of Reporting Person, if an Entity (Voluntary)							
4.	Statement for Month/Ye	ear						
	01/02							
5.	If Amendment, Date of	Original (Month/Year)						
6.	Relationship of Report	========================= ting Person(s) to Issu	er	======				

(Check all applicable)

1

<pre>[X] Director [X] Officer (give title below)</pre>		10% Owner Other (speci	fy below)		
General Co					
7. Individual or Joint/Group Filing					
[X] Form filed by One Reporting [_] Form filed by More than One					
Table I Non-Derivative or Benef	Securities Acc	quired, Dispos	ed of,		
	2. Transaction Date (Month/ Day/ Year)	3. Transaction	4. Securities Disposed o (Instr. 3,		
1. Title of Security (Instr. 3)		Code (Instr. 8)  Code	Amount	(A) or (D)	Price
Common Stock, par value \$0.20 per share					
Common Stock, par value \$0.20 per share	8/1/2001				
				=====	
* If the form is filed by more that					

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.

> (Over) SEC 2270 (3/99)

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1.	of	3. Trans- action	Trans-	Securities Acquired (A) or Disposed		Exercisable and Expiration Date (Month/Day/Year)		of Und Securi (Insti		ing and 4)
Title of Derivative Security (Instr. 3)	ivative ative urity Secur-	(Month/ Code Day/ (Ins Year) 8)	Code (Instr. 8)	action (Instr. 3, Code 4 and 5) (Instr	5) (D)	Date Exer- cisable	tion Date	Title	of Sh	ımber anares
Employee Stock Option (right to buy)	\$28.74									
Employee Stock Option (right to buy)										
					·					
			:=======							=====

#### Explanation of Responses:

- (1) Represents shares allocated under the Fab Industries, Inc. Employees Stock Ownership Plan.
- (2) 2,000 shares became exercisable on each of 08-06-96, 08-06-97, 08-06-98, 08-06-99 and 08-06-00.
- (3) 1,000 shares become exercisable on each of 10-27-00, 10-27-01, 10-27-02, 10-27-03 and 10-27-04.
- (4) 10,000 shares of Employee Stock Options were cancelled on 7-21-00 under the Fab Industries, Inc. 1997 Stock Incentive Plan.

/s/ Susan Lerner January 8, 2002
-----\*\*Signature of Reporting Person Date

\*\* 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.

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Page 2