INTEST CORP
Form 4
February 26, 2003

| F O R M 4 |

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[ ] Check this box if no longer subject to Section 16. Form 4 or 5 obligations may continue

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

| 1. Name & Address of Reporting Person | 2.Issuer Name & Ticker or Trading Symbol | 6. Relationshi (Check all |
|---|---|---|
| Matthiessen (Last) Robert (First) E. (MI) | inTEST Corporation (INTT) | X Director |
| c/o inTEST Corporation 7 Esterbrook Lane (Street) | 3.IRS or Soc. Sec. No. of Reporting Person (Voluntary) | 4. Statement for Month/Year: February 2003 | X Officer --- (Give ti President an |
| Cherry Hill (City) NJ (State) 08003 (Zip) | 5. If Amendment, Date of Original (Month/Year) | 7. Individual (Check Appl X Form fi --- Form fi --- Perso |

Table I - Non-Derivative Securities Acquired, Disposed

| 1.Title of Security (Instr. 3) | 2.Transaction Date (M/D/Y) | 3.Transaction Code (Instr. 8) | | 4.Securities Acquired (A) or Disposed of (D) (Inst. 3, 4 and 5) | | | 5.Amount of Securities Beneficially Owned at End of Month Instr. 3 & 4) | 6.Ow Fo Di or di (I |
|---|---|---|---|---|---|---|---|---|
| | | Code | V | Amount | (A) (D) | Price | | |
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially
(e.g., puts, calls, warrants, options, convertible securities)

| 1.Title of Derivative Security (Instr. 3) | 2.Conversion or Exercise Price of Derivative Security | 3.Transaction Date (M/D/Y) | 4.Transaction Code (Inst.8) | | 5.Number of Derivative Securities Acquired (A) or Disposed of(D) | | 6.Date Exercisable and Expiration Date(M/D/Y) | | 7.Title & Amount of Underlying Securities (Instr. 3 and 4) | | 8.Price of Derivative Security (Instr. 5) |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or number of Shares | |
| Employee Stock Option (Right to buy) | $3.04 | 2/24/03 | A | | 125,000 | | (1) | 2/23/13 | Common Stock | 125,000 | |
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Explanation of Responses:

(1) The option will be 50% vested immediately, with the remaining 50% vesting in annual increments of 25% each beginning February 24, 2004.

/s/ Robert E. Matthiessen — February 26, 2003

** 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).

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