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STENGEL MARC  
Form SC 13D/A  
March 20, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No.9)\*

Sales Online Direct, Inc.

-----  
(Name of Issuer)

Common Stock of the Par Value of \$0.001 Per Share

-----  
(Title of Class of Securities)

794661108

-----  
(CUSIP Number)

Frank R. Goldstein, Sidley Austin Brown & Wood LLP, 1501 K Street, NW,  
Washington, D.C. 20005;  
(202) 736-8000

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications)

March 15, 2002

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13D to  
report the acquisition which is the subject of this Schedule 13D, and is  
filing this schedule because of Rule 13d-1(b) (3) or (4), check the following  
box .

Note: Six copies of this statement, including all exhibits, should be filed  
with the Commission. See Rule 13d-1(a) for other parties to whom copies are  
to be sent.

(Continued on following pages)

(Page 1 of 8 Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities,  
and for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange

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Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

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CUSIP No. 794661108 Page 2 of 8 Pages  
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-----  
1 NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Marc L. Stengel  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a)   
(b)  (1)  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS\* OO  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)   
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America  
-----

NUMBER OF 7 SOLE VOTING POWER  
SHARES  
6,773,619  
-----

BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY  
-0-  
-----

EACH 9 SOLE DISPOSITIVE POWER  
REPORTING  
6,773,619  
-----

PERSON 10 SHARED DISPOSITIVE POWER  
WITH  
-0-  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,773,619  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*   
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.02%(2)

1 Footnote 1 to Item 2 of the Cover Page of Stengel's Schedule 13D, that was filed on May 31, 2001, with the Securities and Exchange Commission ("SEC") is incorporated by reference herein. The Maryland Case was settled among all the parties thereto pursuant to a Settlement Agreement dated October 23, 2001.

2 Assumes 75,074,117 shares of common stock of the Company are outstanding, as reported by the Company in the Company's Form 10-QSB filed with the SEC for the Company's fiscal quarter ended September 30, 2001.

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14 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!  
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

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Schedule 13D

Item 1. Security and Issuer

This statement on Schedule 13D relates to the shares of common stock of the par value of \$0.001 per share (the "Common Stock") of Sales Online Direct, Inc. (the "Company"), a Delaware corporation. The address of the Company's principal executive offices is 4 Brussels Street, Worcester, Massachusetts 01610, as reported by the Company in the Company's Form 10-QSB filed with the Securities and Exchange Commission (the "SEC") for the Company's fiscal quarter ended September 30, 2001.

Item 5. Interest in Securities of the Issuer

(a) As of the close of business on March 15, 2002, Stengel beneficially owned 6,773,619 shares of the Common Stock of the Company, that represented as of the close of business on March 15, 2002, 9.02% of the issued and outstanding Common Stock of the Company, based on the 75,074,117 shares of Common Stock outstanding, as reported by the Company in the Company's Form 10-QSB filed with the SEC for the Company's fiscal quarter ended September 30, 2001.

(b) Stengel has sole power to vote and sole power to dispose of all shares of Common Stock of the Company beneficially owned by Stengel.

(c) A description of all transactions in the Common Stock of the Company that were effected by Stengel during the past 60 days or since the

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most recent filing on Schedule 13D, whichever is less, is set forth on Schedule A attached hereto and incorporated by reference herein.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Stengel's shares of Common Stock of the Company.

(e) Not applicable.

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### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 15, 2002

By: /s/ Marc L. Stengel

-----  
Marc L. Stengel

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### SCHEDULE A

#### Schedule of Transactions in the Shares

Name	Date	No. of Shares Sold	Price Per Share (1)
-----			
Common Stock, Par Value \$0.001 Per Share	February 4, 2002	5,000	\$0.164
		25,000	0.165
		20,000	0.170
		20,000	0.175
		15,000	0.1775
		25,000	0.180
	February 5, 2002	10,000	0.138
		5,000	0.145
		10,000	0.147
		5,000	0.160
	February 6, 2002	5,000	0.135
		15,000	0.140
		9,000	0.145
	February 7, 2002	10,000	0.145

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	10,000	0.150
	10,000	0.155
February 8, 2002	10,000	0.155
	12,500	0.160
	7,500	0.165
February 11, 2002	10,000	0.165
	10,000	0.170
	10,000	0.180
February 12, 2002	10,000	0.177
	20,000	0.180
	1,000	0.182
February 13, 2002	10,000	0.170
	10,000	0.171

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Name	Date	No. of Shares Sold	Price Per Share (1)
	February 14, 2002	10,000	0.1675
		30,000	0.170
	February 15, 2002	10,000	0.1725
		10,000	0.175
	February 19, 2002	20,000	0.180
		10,000	0.1875
		20,000	0.1825
		10,000	0.1775
		10,000	0.1750
	February 20, 2002	10,000	0.1825
		10,000	0.185
		10,000	0.1875
		10,000	0.200
	February 21, 2002	10,000	0.200
		10,000	0.201
		10,000	0.210
	February 22, 2002	25,000	0.215
	February 25, 2002	10,000	0.1975
		10,000	0.200
	February 27, 2002	5,000	0.170
	February 28, 2002	10,000	0.150
		5,000	0.1675
	March 1, 2002	20,000	0.175
		10,000	0.17
	March 5, 2002	10,000	0.16
	March 6, 2002	10,000	0.20
		10,000	0.18
		5,000	0.1825
		5,000	0.185
		5,000	0.19
		10,000	0.205
		10,000	0.215
	March 7, 2002	10,000	0.265

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Name	Date	No. of Shares Sold	Price Per Share (1)
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	30,000	0.27
	3,500	0.28
March 8, 2002	30,000	0.27
March 11, 2002	10,000	0.27
	20,000	0.265
	2,500	0.28
March 12, 2002	10,000	0.255
	10,000	0.25
	10,000	0.26
March 13, 2002	10,000	0.2575
	20,000	0.26
March 14, 2002	20,000	0.27
	10,000	0.275
March 15, 2002	10,000	0.28
	10,000	0.29
	10,000	0.305

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1 Does not include brokerage commission.