OMB APPROVAL

OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response...1.0

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 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(h) of the Investment Company Act of 1940

X	Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).				
	Form 3 Holdings Reported				
	Form 4 Transactions Reported				
	Name and Address of Reporting Person*		uer Name and Ticker or Trading mbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
	MENHALL, NASSER	HY	BRIDON, INC. (HYBN)		
	(Last) (First) (Middle)			_	
	WORLDCARE ONE CAMBRIDGE CENTER, 5th FLOOR	•	ntement for Month/Year CEMBER 31, 2002	5.	If Amendment, Date of Original (Month/Year)
	(Street)		lationship of Reporting Person(s) Issuer (Check All Applicable)	7.	Individual or Joint/Group Reporting (Check Applicable Line)
			Director		
	CAMBRIDGE, MA 02142		Officer (give title below)		Form filed by More than One Reporting Person
	(City) (State) (Zip)	X	Other (specify below)		reison
			Former Director	_	
*	If the form is filed by more than one r	eporting pe	erson, see instruction 4(b)(v).		

				Tab	ole I — Non-Deriv	ativ	ve Securitie	es A	cquire	d, [Dispo	sed of,	or l	Beneficially Owned				
1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)		Deemed Execution Date, if any (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securiti or Dispo (Instr. 3,	ose	d of (D)		5.	Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
									Amou	nt	(A) or (D)	Price						
									Page 2									

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

Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	3A.	Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction Code (Instr. 8)	5.	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
										(A)	(D)	
Stock Option (right to buy)		\$1.42		5/1/02				А		5,000		
					_		_		_			
					Pag	ge 3						

	Data Faranci d			T:41 ! A			Daine of Desiredic C	North and David Co	- 40	O	44	Nationa 1
5.	Date Exercisals Expiration Date (Month/Day/Yea	•	7.	Title and A Underlying (Instr. 3 an	Securities	8.	Price of Derivative 9. Security (Instr. 5)	Number of Derivative Securities Beneficia Owned at End of Year (Instr. 4)		Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownershi (Instr. 4)
	Date Exercisable	Expiration Date		Title	Amount Number Shares	of						
1)		5/1/12 ⁽²⁾		Common Stock	5,	000			-0- ⁽²⁾	D		
_												
_												
_			_			_						
_			_									
_												
x	planation of l	Response	s:									
·	This option w											
	The reporting pired at that tin		signe	ed from th	e issuer's	s boa	rd of directors on Dec	ember 13, 2002 ar	nd the option	n grant (none of whicl	h was	vested)
				/s/	Nasser	Menh	all		1/29/03			
		_		**Signatu	ıre of Re	ortin	a Person		Date			

File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Note: