WILLIAMS DANIEL Form 5 February 14, 2002

OMB APPROVAL
OMB Number 3235-036
Expires: December 31, 200
Estimated average burden
hours per response \dots 1.

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 box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- [X] Form 3 Holdings Reported
- [X] Form 4 Transactions Reported
- 1. Name and Address of Reporting Person*

 Williams Daniel

 (Last) (First) (Middle)

 1405 South Orange Avenue, Suite 601

(Street)

Orlando Florida 32806

(City) (State) (Zip)

- 2. Issuer Name and Ticker or Trading Symbol
- U.S. Medical Group, Inc. (NASDAQ OTC Bulletin Board: USMG)
- 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

n/a

4. Statement for Month/Year

12/31/01

5. If Amendment, Date of Or	iginai (Month/	iear)				
6. Relationship of Reportin	g Person(s) to	Issuer			_	
<pre>[_] Director [_] Officer (give title</pre>	below)	[X] 10% ([_] Other	Owner c (specify belo	w)		
7. Individual or Joint/Grou (Check applicable line)					_	
[X] Form Filed by One R [_] Form Filed by More					_	
 Table I Non-Der				======	==	
	or Beneficiall	_		======	-=	
			4. Securities Ac Disposed of (D) and 5)		5. Amount Securi Benefi Owned
1. Title of Security (Instr. 3)		(Instr. 8)	Amount	(A) or (D)	Price	and 4)
Common Stock		3	540,000			

* If the form is filed by more than one Reporting Person, see Instruction $4\,\mbox{(b)}\,\mbox{(v)}\,.$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(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)

1.		Trans-		or Disposed		6. Date Exercisable and Expiration Date (Month/Day/Year)			
Title of Derivative	_	Date (Month/							or Number
		Day/				Exer-			of
(Instr. 3)	ity	Year)	8)	(A)	(D)	cisable	Date	Title	Shares

Explanation of Responses:

The Reporting Person's position as a 10% beneficial owner when he joined with other reporting persons for the purpose of acquiring shares of the Issuer, on or about October 23, 2001, triggered the filing of a Form 3.

/s/ Daniel Williams February 14, 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.

Page 2