

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>FRIEDMAN RICHARD H</u> (Last) (First) (Middle) <u>100 CLEARBROOK ROAD</u> (Street) <u>ELMSFORD NY 10523</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MIM CORP [MIMS]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2004</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.0001 par value	02/23/2004		S		1,500	D	\$7.85	1,198,500	D	
Common Stock, \$.0001 par value	02/23/2004		S		4,400	D	\$7.87	1,194,100	D	
Common Stock, \$.0001 par value	02/23/2004		S		11,400	D	\$7.9	1,182,700	D	
Common Stock, \$.0001 par value	02/23/2004		S		2,500	D	\$7.92	1,180,200	D	
Common Stock, \$.0001 par value	02/23/2004		S		2,500	D	\$7.93	1,177,700	D	
Common Stock, \$.0001 par value								20,000	I	By Shares Held By Ltd Partnership ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (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 (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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy Common Stock)	\$2.16						10/08/2000 ⁽²⁾	10/08/2009	Common Stock, \$.0001 par value	207,806		207,806	D	
Employee Stock Option (Right to Buy Common Stock)	\$2.37						10/08/2000 ⁽²⁾	10/08/2009	Common Stock, \$.0001 par value	42,194		42,194	D	
Employee Stock Option (Right to Buy Common Stock)	\$12.2						11/28/2002 ⁽²⁾	11/28/2011	Common Stock, \$.0001 par value	200,000		200,000	D	
Employee Stock Option (Right to Buy Common Stock)	\$17.8						01/02/2003 ⁽²⁾	01/02/2012	Common Stock, \$.0001 par value	200,000		200,000	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (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 (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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy Common Stock)	\$5.8							01/02/2004 ⁽²⁾	01/02/2013	Common Stock, \$.0001 par value	200,000		200,000	D	
Employee Stock Option (Right to Buy)	\$7.03							01/02/2005	01/02/2014	Common Stock, \$.0001 par value	200,000		200,000	D	

Explanation of Responses:

1. Shares of Common Stock are owned by the Richard Friedman Family Limited Partnership, of which Mr. Friedman is a general and limited partner. Mr. Friedman has shared voting and dispositive power with respect to these shares of Common Stock.
2. Vests and becomes exercisable in three equal annual installments commencing on the first anniversary of the date of grant.

Remarks:

/s/ Friedman, Richard H.

02/23/2004

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** 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 is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.