

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>SICILIAN MICHAEL</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP - Sales</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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								21,400 <sup>(1)</sup>	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
Employee Stock Option (Right to Buy)	\$7.95	12/10/2003		A		35,000		09/24/2004 <sup>(2)</sup>	09/24/2013	Common Stock, \$.0001 par value	35,000		35,000	D	
Employee Stock Option (Right to Buy)	\$6.14							07/02/2002 <sup>(3)</sup>	07/02/2011	Common Stock, \$.0001 par value	100,000		100,000	D	
Employee Stock Option (Right to Buy)	\$10.63							06/04/2003 <sup>(3)</sup>	06/04/2012	Common Stock, \$.0001 par value	25,000		25,000	D	
Employee Stock Option (Right to Buy)	\$11.05							09/16/2003 <sup>(3)</sup>	09/16/2013	Common Stock, \$.0001 par value	15,000		15,000	D	

**Explanation of Responses:**

- Includes 15,000 restricted shares of Common Stock issued to Mr. Sicilian on July 2, 2001. Such shares are subject to restrictions on transfer and encumbrance through prior to the scheduled vesting date and are automatically forfeited to the Company upon the termination of Mr. Sicilian's employment with the Company prior to prior to the scheduled vesting date. The restrictions to which the restricted shares are subject may lapse prior to prior to the scheduled vesting date upon the achievement by the Company of certain specified levels of earnings per share in future fiscal years prior to the scheduled vesting date.
- Vests and becomes exercisable in three equal annual installments commencing on September 24, 2004.
- Vests and becomes exercisable in three equal annual installments commencing on the first anniversary of the date of grant.

**Remarks:**

/s/ Sicilian, Michael J. 12/10/2003  
 \*\* 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.

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