

ASHCROFT MARK  
Form 4  
March 26, 2003

OMB APPROVAL

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 4**

**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**

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

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**1. Name and Address of Reporting**

**Person\*** (*Last, First, Middle*) **2. Issuer Name and Ticker or**

**Trading Symbol 3. I.R.S. Identification Number of Reporting**

**Person, if an entity** (*Voluntary*) Ashcroft, Mark, J.

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Sola International Inc (SOL)

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10590 West Ocean Air Drive Suite 300

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4. Statement for Month/Day/Year 5. If Amendment, Date of Original (Month/Day/Year) 03/24/2003

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(Street) 6. Relationship of Reporting Person(s)

to Issuer (Check All Applicable) 7. Individual or Joint/Group Filing

(Check Applicable Line) San Diego, CA 92130

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(City) (State) (Zip)  Director  10% Owner  Form filed by One Reporting Person  Officer (give title below)   
Form filed by More than One Reporting Person  Other (specify below) VP

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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).

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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**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 Transactions(s)**

*(Instr. 3 and 4)* **6. Ownership Form: Direct (D) or Indirect (I)**

*(Instr. 4)* **7. Nature of Indirect Beneficial Ownership**  
*(Instr. 4)*

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**Code V Amount (A)**  
**or**  
**(D) Price**

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

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**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)*

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|                  | Code  | V       | (A) | (D)    |
|------------------|-------|---------|-----|--------|
| Common stock (1) | 17.50 |         | (2) |        |
| Common stock (1) | 15.38 |         | (2) |        |
| Common stock (1) | 4.75  |         | (2) |        |
| Common stock (1) | 14.21 |         | (2) |        |
| Common stock (1) | 11.72 | 3/24/03 | A   | 20,000 |

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

**6. Date Exercisable and Expiration Date**  
(Month/Day/Year) **7. Title and Amount of Underlying Securities**  
(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 of Derivative Security: Direct (D) or Indirect (I)**  
(Instr. 4) **11. Nature of Indirect Beneficial Ownership**  
(Instr. 4)

**Date**  
**Exercisable Expiration Date** **Title** **Amount or Number of Shares**

|     |         |              |        |        |   |
|-----|---------|--------------|--------|--------|---|
| (3) | 8/5/05  | Common Stock | 15,000 | 15,000 | D |
| (4) | 10/4/09 | Common Stock | 25,000 | 25,000 | D |
| (5) | 6/1/10  | Common Stock | 25,000 | 25,000 | D |
| (6) | 8/16/11 | Common Stock | 35,000 | 35,000 | D |
| (7) | 3/24/13 | Common Stock | 20,000 | 20,000 | D |

**Explanation of Responses:**

- (1) Acquired pursuant to the Sola International option plan - right to buy
- (2) Previously reported
- (3) Vests in five annual installments of 3,000 shares on August 5, 1998, 1999, 2000, 2001, 2002
- (4) Vests in five annual installments of 5,000 shares on October 4, 1999, 2000, 2001, 2002, 2003
- (5) Vests in five annual installments of 5,000 shares on June 1, 2000, 2001, 2002, 2003, 2004
- (6) Vests in five annual installments of 7,000 shares on August 16, 2001, 2002, 2003, 2004, 2005
- (7) Vests in five annual installments of 4,000 shares on March 24, 2003, 2004, 2004, 2005, 2006, 2007

Steve Neil  
Attorney-in-Fact 3/26/2003

\*\*Signature of Reporting Person

Date

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\*\* 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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