

BLUE RHINO CORP
Form SC 13G/A
February 25, 2003

OMB APPROVAL
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Blue Rhino Corporation

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

095811105

(Cusip Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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CUSIP No. 095811105

1. Name of Reporting Person: Billy D. Prim I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization: U.S.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
1,346,664 (a)

6. Shared Voting Power:
223,688 (b)

7. Sole Dispositive Power:
1,346,664 (a)

8. Shared Dispositive Power:
223,688 (b)

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
1,570,352 (a)(b)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

11.

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Percent of Class Represented by Amount in Row (9):
10.6%

12. Type of Reporting Person:
IN

- (a) Includes 260,181 shares issuable upon the exercise of vested options, and 47,457 shares issuable upon the exercise of a warrant held by Mr. Prim.
- (b) Includes 216,127 shares owned by American Oil and Gas, Inc., of which Mr. Prim owns 56% of the issued and outstanding shares, and 7,561 shares beneficially owned by Debbie W. Prim.

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Item 1.

- (a) Name of Issuer:
Blue Rhino Corporation
- (b) Address of Issuer's Principal Executive Offices:
104 Cambridge Plaza Drive
Winston-Salem, North Carolina 27104

Item 2.

- (a) Name of Person Filing:
Billy D. Prim
- (b) Address of Principal Business Office or, if none, Residence:
104 Cambridge Plaza Drive
Winston-Salem, North Carolina 27104
- (c) Citizenship:
U.S.
- (d) Title of Class of Securities:
Common Stock, par value \$.001 per share
- (e) CUSIP Number:
095811105

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- Not Applicable.
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

(a) Amount beneficially owned:

1,570,352 (a)(b)

(b) Percent of class:

10.6%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

1,346,664 (a)

(ii) Shared power to vote or to direct the vote:

223,688 (b)

(iii) Sole power to dispose or to direct the disposition of:

1,346,664 (a)

(iv) Shared power to dispose or to direct the disposition of:

223,688 (b)

(a) Includes 260,181 shares issuable upon the exercise of vested options, and 47,457 shares issuable upon the exercise of a warrant held by Mr. Prim.

(b) Includes 216,127 shares owned by American Oil and Gas, Inc., of which Mr. Prim owns 56% of the issued and outstanding shares, and 7,561 shares beneficially owned by Debbie W. Prim.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 21, 2003

By: /s/ Billy D. Prim

Name: Billy D. Prim