

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

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

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

<TABLE>
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| | | | | | | |
|--|----------|----------|---|--|---|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Dodier | Michael | | eB2B Commerce, Inc. (EBTB) | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year | [] Director [x] 10% Owner [X] Officer [] Other (give title (specify below) (specify below) Executive Vice President - Sales | |
| 665 Broadway | | | | 11/12/02 | | |
| (Street) | | | | | | |
| New York | New York | 10012 | | 5. If Amendment, Date of Original (Month/Day/Year) | 7. Individual or Joint/Group Filing (check applicable line) [X] Form filed by One Reporting Person [] Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | | | |

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$.0001 par value | 11/12/02 | 9/1/02 | C | | 94,737 | A | (1) 150,737 |
| Common Stock \$.0001 par value | 11/12/02 | 9/1/02 | C | | 66,667 | A | (1) 106,667 |
| | | | | | | I | By family members |

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).
</TABLE>

(1) Acquired as a result of the automatic conversion of an aggregate of 46,000 shares of Series D preferred stock (27,000 shares owned directly and 19,000 shares owned indirectly) which occurred as a result of the filing by the Issuer of an amendment to the Series D certificate of designations on November 12, 2002. Each share of Series D preferred stock had a face value of \$10.00 and was convertible into 3.5087718 shares of common stock.

FORM 4 (continued)

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) | |
|---|--|--------------------------------------|--|--------------------------------|--|---------|
| | | | | Code | V | (A) (D) |
| Series D convertible preferred stock, \$.0001 par value | (1) | 11/12/02 | 9/1/02 | C | | 27,000 |

Series D convertible preferred stock, \$0.0001 par value

(1)

11/12/02

9/1/02

C

19,000

| 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 Transactions(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|--|---|--|--|
| 11/12/02 | Common Stock | 94,737 | -0- | D | |
| 11/12/02 | Common Stock | 66,667 | -0- | I | By family members |

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Explanation of Responses:

(1) Acquired as a result of the automatic conversion of an aggregate of 46,000 shares of Series D preferred stock (27,000 shares owned directly and 19,000 shares owned indirectly) which occurred as a result of the filing by the Issuer of an amendment to the Series D certificate of designations on November 12, 2002. Each share of Series D preferred stock had a face value of \$10.00 and was convertible into 3.5087718 shares of common stock.

/s/ Michael Dodier

November 21, 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 is insufficient, see Instruction 6 for procedure.