

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

FORM 4

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 Instructions 1(b).

1. Name and Address of Reporting Person

Pelton, Benjamin D.  
 c/o Pelton, Balland, et al.  
 2300 Clerenclon Blvd., Suite 700  
 Arlington, VA 22201  
 USA

2. Issuer Name and Ticker or Trading Symbol

GBI Capital Management Corp.  
 GBIC

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

December 31, 1999

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person  
 ( ) Form filed by More than One Reporting Person

<TABLE>

<CAPTION>

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

| 1. Title of Security | 2. Transaction Date | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month | 6. Director or Indirectly Owned (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|---------------------|---------------------|--|--|-------------------------------------|--|
| <S>                  | <C>                 | <C>                 | <C><C>   | <C> <C>  | <C>                                 | <C> <C>                                    |

<CAPTION>

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities Owned at End of Month | 10. Director or Indirectly Owned (I) | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|---|---------------------|---------------------|---|--|--|---------------------------------|--|--------------------------------------|---|
| Stock Option                    | \$3.00  | 12/13/99            | A                   | 20,000  | 12/13/99 - 12/12/09                                      | Common Stock                                 | 20,000                          | (1)  | 20,000                               | D   |

</TABLE>

Explanation of Responses:

(1) Stock Option granted by Issuer.

SIGNATURE OF REPORTING PERSON

/s/ Benjamin D. Pelton

DATE

December 15, 1999