

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response. . . 0.5

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

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

|                                          |  |                                                |                                                                                           |                                      |                                                                        |                                                                         |                                                                                           |  |                                                                                                               |                                                                      |                                                                   |  |  |
|------------------------------------------|--|------------------------------------------------|-------------------------------------------------------------------------------------------|--------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person* |  |                                                | 2. Issuer Name and Ticker or Trading Symbol                                               |                                      |                                                                        |                                                                         | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                |  |                                                                                                               |                                                                      |                                                                   |  |  |
| Floum B. Robert                          |  |                                                | National Vision, Inc. (NVI)                                                               |                                      |                                                                        |                                                                         | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner                      |  |                                                                                                               |                                                                      |                                                                   |  |  |
| (Last) (First) (Middle)                  |  |                                                | 3. I.R.S. Identification<br>Number<br>of Reporting Person,<br>if an entity<br>(voluntary) |                                      | 4. Statement for<br>Month/Day/Year                                     |                                                                         | <input checked="" type="checkbox"/> Officer (give <input type="checkbox"/> Other (specify |  |                                                                                                               |                                                                      |                                                                   |  |  |
| 296 Grayson Highway                      |  |                                                |                                                                                           |                                      | 11/28/02                                                               |                                                                         | title below) below)                                                                       |  |                                                                                                               |                                                                      |                                                                   |  |  |
| (Street)                                 |  |                                                | 5. If Amendment, Date of<br>Original<br>(Month/Day/Year)                                  |                                      | 7. Individual or Joint/Group Filing<br>(Check Applicable Line)         |                                                                         |                                                                                           |  |                                                                                                               |                                                                      |                                                                   |  |  |
| Lawrenceville, GA 30045                  |  |                                                |                                                                                           |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |                                                                         |                                                                                           |  |                                                                                                               |                                                                      |                                                                   |  |  |
|                                          |  |                                                |                                                                                           |                                      | <input type="checkbox"/> 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<br>(Instr. 3)       |  | 2. Transaction<br>Date<br><br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                               | 3. Transaction<br>Code<br>(Instr. 8) |                                                                        | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |                                                                                           |  | 5. Amount of<br>Securities<br>Beneficially Owned<br>Following Reported<br>Transactions(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|                                          |  |                                                |                                                                                           |                                      |                                                                        |                                                                         |                                                                                           |  |                                                                                                               |                                                                      |                                                                   |  |  |
| Common                                   |  | 11/28/2002                                     |                                                                                           | P V                                  |                                                                        | 7,500 A \$0.28                                                          |                                                                                           |  | 7,500                                                                                                         | D                                                                    |                                                                   |  |  |
|                                          |  |                                                |                                                                                           |                                      |                                                                        |                                                                         |                                                                                           |  |                                                                                                               |                                                                      |                                                                   |  |  |
|                                          |  |                                                |                                                                                           |                                      |                                                                        |                                                                         |                                                                                           |  |                                                                                                               |                                                                      |                                                                   |  |  |



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

| 1. Title of<br>Derivative<br>Security<br>(Instr.3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day<br>Year) | 3A. Deemed<br>Execution<br>Date,<br>if any<br>(Month/Day<br>Year) | 4. Transaction<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 6. Date Exercisable<br>and Expiration<br>Date<br><br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3<br>and 4) |                                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Securities<br>Beneficially<br>Owned at<br>End of<br>Month<br>(Instr. 4) | 11. Nature<br>of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr.<br>4) |
|----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------------------|--------------------------------------|---|----------------------------------------------------------------------------------------------------------------|-----|-----------------------------------------------------------------------|--------------------|------------------------------------------------------------------------------|-------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|
|                                                    |                                                                    |                                               |                                                                   |                                      |   |                                                                                                                |     |                                                                       |                    |                                                                              |                                     |                                                     |                                                                                                                            |                                                                                                                   |                                                                          |
|                                                    |                                                                    |                                               |                                                                   | Code                                 | V | (A)                                                                                                            | (D) | Date<br>Exercisable                                                   | Expiration<br>Date | Title                                                                        | Amount<br>or<br>Number<br>of Shares |                                                     |                                                                                                                            |                                                                                                                   |                                                                          |
|                                                    |                                                                    |                                               |                                                                   |                                      |   |                                                                                                                |     |                                                                       |                    |                                                                              |                                     |                                                     |                                                                                                                            |                                                                                                                   |                                                                          |
|                                                    |                                                                    |                                               |                                                                   |                                      |   |                                                                                                                |     |                                                                       |                    |                                                                              |                                     |                                                     |                                                                                                                            |                                                                                                                   |                                                                          |

Explanation of Responses:

/s/ Mitchell Goodman

11/27/02

Mitchell Goodman for B. Robert Floum  
\*\*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