

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

SCHEDULE TO
(Amendment No. 1)
(Rule 13e-4)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

General Employment Enterprises, Inc.
(Name of Subject Company (Issuer))

General Employment Enterprises, Inc.
(Name of Filing Person (Offeror))

Options to Purchase Common Stock, No Par Value,
under the General Employment Enterprises, Inc. 1995 Stock
Option Plan, the General Employment Enterprises, Inc. 1997
Stock Option Plan, and
the General Employment Enterprises, Inc. 1999 Stock Option
Plan
(Title of Class of Securities)

369730106
(CUSIP Number of Class of Securities)

Herbert F. Imhoff, Jr.
General Counsel
General Employment Enterprises, Inc.
One Tower Lane, Suite 2100
Oakbrook Terrace, IL 60181
(630) 954-0400

with copy to:
Robert B. Chapman
FagelHaber LLC
55 East Monroe Street, 40th Floor
Chicago, IL 60603
(312) 246-7500

(Name, address and telephone numbers of persons authorized to receive
notices and communications on behalf of filing person)

Calculation of Filing Fee

Transaction valuation*	Amount of filing fee
\$40,000	\$8

* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 600,149 shares of common stock of General Employment Enterprises, Inc. having an aggregate value of \$40,000 as of August 5, 2002 will be exchanged pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes Option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

// Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

// Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

// third party tender offer subject to Rule 14d-1.
/X/ issuer tender offer subject to Rule 13e-4.
// going-private transaction subject to Rule 13e-3.
// amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: //

Items 1-11. Not Applicable.

Item 12. Exhibits

Item 12 of Schedule TO is hereby amended and restated as follows so as to include a revised Exhibit (a)(5) and to add Exhibit (a)(11), the terms of which are incorporated herein by reference.

Number Description of Exhibit

- (a)(1)* Press Release issued by General Employment Enterprises, Inc. on August 6, 2002.
- (a)(2)* Form of letter to eligible option holders.
- (a)(3)* Offer to Exchange, dated August 21, 2002.
- (a)(4)* Form of Personnel Option Status Report.
- (a)(5) Form of Election Form.
- (a)(6)* Form of Withdrawal Form.
- (a)(7)* Form of Affidavit of Loss.
- (a)(8)* Form of Election Acknowledgement Form.
- (a)(9)* General Employment Enterprises, Inc. Annual Report on Form 10-K for its fiscal year ended September 30, 2001, filed with the SEC on November 21, 2001, which is incorporated herein by reference.
- (a)(10)* General Employment Enterprises, Inc. Quarterly Report on Form 10-Q for its fiscal quarter ended June 30, 2002, filed with the SEC on August 2, 2002, which is incorporated herein by reference.
- (a)(11) Form of letter to eligible option holders dated September 5, 2002.
- (d)(1)* General Employment Enterprises, Inc. 1995 Stock Option Plan. Incorporated by reference to Exhibit 4.1 to the Registrant's Form S-8 Registration Statement dated April 25, 1995, Registration No. 33-91550.
- (d)(2)* General Employment Enterprises, Inc. 1997 Stock Option Plan. Incorporated by reference to Exhibit 10(n) to the Registrant's Annual Report on Form 10-KSB for the fiscal year ended September 30, 1998, Commission File No. 001-05707.
- (d)(3)* Resolution of the Board of Directors adopted September 28, 1998, amending the General Employment Enterprises, Inc. 1997 Stock Option Plan. Incorporated by referenced to Exhibit 10(o) to the Registrant's Annual Report on Form 10-KSB for the fiscal year ended September 30, 1998, Commission File No. 001-05707.

(d)(4)* General Employment Enterprises, Inc. 1999 Stock Option Plan. Incorporated by reference to Exhibit 10 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999, Commission File No. 001-05707.

(d)(5)* Form of Stock Option Agreement under the General Employment Enterprises, Inc. 1999 Stock Option Plan.

* Previously filed.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

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

Date: September 5, 2002 By: /s/ Kent M. Yauch
Kent M. Yauch
Vice President,
Chief Financial Officer and Treasurer

Exhibit (a)(5)
FORM OF ELECTION FORM

GENERAL EMPLOYMENT ENTERPRISES, INC.

Election Form

To Tender Options to Purchase Shares of Common Stock In
Exchange for Replacement Options Pursuant to the Offer to
Exchange Dated
August 21, 2002

The Offer and Withdrawal Rights Expire
at 5:00 p.m., Central time, on September 20, 2002,
Unless the Offer is Extended

Complete this form, sign it and deliver it, along with your
tendered option agreements, by regular mail or by private
delivery service to Nancy C. Frohmaier, Vice President
Corporate Secretary, at General Employment Enterprises,
Inc., One Tower Lane, Suite 2100, Oakbrook Terrace, IL
60181, as soon as possible, but in any event, before 5:00
p.m. Central time on September 20, 2002.

Delivery of this election form to an address other than as
set forth above will not constitute a valid delivery.

Name of Optionee: _____

Social Security Number: ____ - ____ - ____

I understand that I may tender any eligible options under
the stock option plans. In return, after General Employment
Enterprises, Inc. has accepted and cancelled my tendered
options, General Employment Enterprises, Inc. will grant me,
as of August 5, 2002, one new option for every eligible
option that I exchange having an exercise price from \$3.00
to \$5.50 per share, and one new option for every two
eligible options that I exchange having an exercise price
above \$5.50 per share.

I understand the following:

- I must be employed until the date my tendered options
are cancelled to receive any replacement options.
- The exercise price of the new options will be \$0.86 per
share, which was the closing price of the Company's common
stock on the American Stock Exchange on August 5, 2002.
- The replacement options will have a waiting period
before they may be exercised that will be equal to the
waiting period of the tendered options when they were
granted. Existing options that had a two-year vesting
period will be replaced by new options that will have a new
two-year vesting period, and they will vest 100% on the two-
year anniversary of the replacement grant date. Existing
options that vested immediately at the time of original
grant will be replaced by options that will vest immediately
as of the replacement grant date.
- Replacement options will be issued in a full number of
shares. Any fractional shares will be forfeited.
- Except for the exercise price and the vesting schedule,
and other differences described in Section 13 of the Offer
to Exchange, all of the terms of the replacement options
will be substantially the same as the terms of the options
being cancelled.
- Under certain circumstances set forth in the Offer to
Exchange, General Employment Enterprises, Inc. may terminate

or amend the offer and postpone its acceptance and cancellation of any options elected for exchange.

If General Employment Enterprises, Inc. accepts the options tendered hereby for exchange, I agree to give up my entire ownership interest in the options tendered, which are listed below, and I understand that they will become null and void on the date General Employment Enterprises, Inc. accepts my options for exchange. I acknowledge that this election is entirely voluntary.

I hereby make an election to tender the following eligible stock option grants:

- Granted on _____, for _____ shares at \$ _____ per share.
- Granted on _____, for _____ shares at \$ _____ per share.
- Granted on _____, for _____ shares at \$ _____ per share.
- Granted on _____, for _____ shares at \$ _____ per share.
- Granted on _____, for _____ shares at \$ _____ per share.
- Granted on _____, for _____ shares at \$ _____ per share.
- Granted on _____, for _____ shares at \$ _____ per share.
- Granted on _____, for _____ shares at \$ _____ per share.
- Granted on _____, for _____ shares at \$ _____ per share.
- Granted on _____, for _____ shares at \$ _____ per share.

For each eligible option listed above, I am enclosing with this election form the original stock option agreement, together with any amendments thereto. If any such agreements or amendments may have been lost, I am enclosing a properly completed affidavit of loss.

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I understand that the Company will promptly send me a notice by mail to confirm that it has received this form and all supporting documentation. I prefer to receive the notice in the following manner instead (check no more than one):

// By fax to this number: _____

// By e-mail to this address: _____

Optionee's Signature: _____

Date: _____

Revised 9/5/02

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[Graphic omitted]
General Employment/Triad Personnel

General Employment Enterprises, Inc.
Stock Option Exchange Program

September 5, 2002

Dear General Employment Option Holder:

On August 21, 2002, I sent you materials in connection with the Company's Stock Option Exchange Program. In accordance with the requirements of the Securities and Exchange Commission, we are providing the following additional information to you.

Offer to Exchange Outstanding Stock Options

The following is our revised response to one of the questions in the Summary Term Sheet:

When will I receive my new options?

We will send you a confirming receipt of your tendered options for exchange promptly after we receive them. We will send the receipt by mail or, if you choose, by e-mail or fax. We will accept for exchange, promptly after the expiration of the offer, all properly tendered options that are not properly withdrawn. We will deliver or mail to you the documentation relating to the new options promptly after the Exchange Offer Expiration Date.

The following information is added to the end of Section 6, Conditions of the Offer:

We will assert or waive, by the Exchange Offer Expiration Date, that any condition set forth above occurred prior to the Exchange Offer Expiration Date. We may not assert after the Exchange Offer Expiration Date that one of the conditions occurred.

Section 16, Additional Information, is amended to remove subparagraph (h). We may not incorporate filings under the Exchange Act that occur after the date of the offer.

The selected financial data presented in Section 9, Information Concerning General Employment Enterprises, Inc., is amended as follows:

	Nine Months		Year Ended	
	Ended June 30		September 30	
(In Thousands, Except Per Share)	2002	2001	2001	2000
Operating results:				
Net revenues	\$15,397	\$24,582	\$31,035	\$39,802
Income (loss) from operations	(3,727)	(1,203)	(2,217)	3,577
Net income (loss)	(2,255)	(481)	(1,066)	2,532

Per share data:

Net income (loss) - basic	\$ (0.44)	\$(0.09)	\$ (0.21)	\$ 0.50
Net income (loss) - diluted	(0.44)	(0.09)	(0.21)	0.49
Cash dividends declared	--	--	--	0.30
Book value	2.12	2.57	2.78	

Balance sheet data:

Current assets	\$ 9,656	\$12,046	\$17,136
Noncurrent assets	3,285	3,633	2,843
Current liabilities	2,084	2,602	5,836
Shareholders' equity	10,857	13,077	14,143
Total assets	12,941	15,679	19,979

Election Form

Because it is not necessary for you to acknowledge that you received and read the offering materials that we provided to you, we have revised the Election Form to remove that language. A copy of the revised Election Form is enclosed.

If you have already tendered your option shares for exchange on the original Election Form, you do not need to submit a new form. However, if you wish to withdraw your tendered options, you will need to complete the Withdrawal Form that was provided to you with your original Option Exchange materials.

You should read the information provided and consider your decision carefully. If you wish to participate in this program, your Election Form, along with your tendered option agreements, must be received by Nancy C. Frohnaier, Vice President and Corporate Secretary, at General Employment Enterprises, Inc., One Tower Lane, Suite 2100, Oakbrook Terrace, IL 60181, by 5:00 p.m., Central time, on or before September 20, 2002. If you have any questions about the offer after reading the enclosed materials, you can send me a fax at (630) 954-0595 or e-mail me at cimhoff@genp.com. Due to the nature of this offer, we cannot answer questions over the telephone.

Sincerely,

Herbert F. Imhoff, Jr.
Chairman of the Board and
Chief Executive Officer

Enclosure

General Employment Enterprises, Inc.
One Tower Lane, Suite 2100, Oakbrook Terrace, IL 60181
(630) 954-0400 FAX (630) 954-0447