

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * coleman jay (Last) (First) (Middle) 11 ROYAL ROAD, (Street) BROOKLINE, MA 02445 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/10/2011	3. Issuer Name and Ticker or Trading Symbol WORLDS ONLINE INC. [NONE]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
OPTION	05/16/2011	09/11/2012	COMMON STOCK	50,000	\$ 0.57	D	
OPTION	05/16/2011	12/31/2012	COMMON STOCK	\$ 33,334	\$ 0.57	D	
OPTION	05/16/2011	12/31/2013	COMMON STOCK	\$ 33,334	\$ 0.57	D	
OPTION	05/16/2011	04/14/2013	COMMON STOCK	\$ 33,334	\$ 0.57	D	
OPTION	05/16/2011	09/29/2011	COMMON STOCK	\$ 16,667	\$ 0.57	D	
OPTION	03/30/2011	03/29/2016	COMMON STOCK	\$ 150,000	\$ 0.57	D	
OPTION	03/30/2012	03/29/2011	COMMON STOCK	\$ 75,000	\$ 0.57	D	

Reporting Owners

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Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
coleman jay 11 ROYAL ROAD, BROOKLINE, MA 02445	X			

Signatures

/s/ JAY COLEMAN		08/12/2011
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.