### SCOTT CHARLES THOMAS /NY

Form 4

December 19, 2002

### FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1D Number: 2025 0297

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

**OMB APPROVAL** 

1 &					Tame <b>and</b> T E <b>Corpora</b> t		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) c/o Cordiant plc 121-141 Westbourne Terrace				orti	lentification ng Person, (voluntary		]	4. Statement for Month/Day/Year 12/18/02	X Director  10% Owner  Officer (give title below)  Other (specify below)		
London, Englar	(Street) ad W26JR						j	5. If Amendment, Date of Original (Month/Day/Year)	(Check App <u>X</u> Form filed Person	l or Joint/Group Filing licable Line) l by One Reporting l by More than One erson	
(City) (State) (Zip)				Tab	le I Non	-Deriv	ative S	posed of, or Beneficially Owned			
Security	ity action Execution action 3 Date Date, Code		3. Trans action Code (Instr. 8		4. Securition (A) or Disposition (Instr. 3, 4)	posed		5. Amount of Securities Beneficially Owned Follow-	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)	(I) (Instr. 4)		
Common Stock	12/18/02		A		219	A	\$2.7	7269	I	Shares owned by Kircal Ltd.	
Common Stock								12,000	) D		

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

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## FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati	(NeIonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securition	<b>X</b> ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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Sec	curity (Month/ Day/ Year)	(Instr. 8)	(A C O	A) (	ose )) r.				Reported Transaction(s) (Instr. 4)	ative Security: Direct (D) or Indirect (I) (Instr. 4)	
		Code	<b>V</b> (.	A)		Exer-cisable		Amount or Number of Shares			

Explanation of Responses:

By: /s/ Charles Thomas Scott

<u>12/19/02</u> Date

\*\*Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

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<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).