ATALANTA SOSNOFF CAPITAL CORP /DE/

Form 4		
December	31,	2002

I	FORM	4	

[] CHECK THIS BOX IF NO LONGER SUBJECT
TO SECTION 16. FORM 4 OR FORM 5
OBLIGATIONS MAY CONTINUE. SEE

OMB Number: 3235-0287
Expires: January 31, 2005 INSTRUCTION 1(b).

OMB APPROVAL Estimated average burden

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

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

(Print or Type Responses)

|X| Director

1.	Name and Address of Report	ing Person*			
,	Sosnoff	Martin	Toby		
	(Last)	(First)	(Middle)		
(c/o Atalanta/Sosnoff Capital	Corporation, 101	Park Avenue		
		(Street)			
Ne	ew York	NY	10178		
	(City)	(State)	(Zip)		
2.	Issuer Name and Ticker or	Trading Symbol			
	Atalanta/Sosnoff Capital C	orporation ("ATL")			
3. I.R.S. Identification Number of Reporting Person, if an entity (Volum					
	055-28-1950				
4.	Statement for Month/Year				
	December 2002				
5.	If Amendment, Date of Orig	inal (Month/Year)*			
	12/20/02				
6.	Relationship of Reporting (Check all applicable)	Person(s) to Issue	r		

|X| 10% Owner

X Officer (give ti Chairman of the Board Chief Executive Office	d and cer						
7. Individual or Joint/0	Individual or Joint/Group Filing (Check Applicable Line) X Form Filed by One Reporting Person _ Form Filed by More than One Reporting Person						
	-DERIVATIVE SEC OR BENEFICI		D, DISPOSED C	F,			
	(Month/	3. Transaction Code (Instr. 8)	_		Beneficia Owned		
1. Title of Security (Instr. 3)		(Instr. 8) Code V		(A) or		of Month (Instr.	
* To correct statement	filed on Dece	ember 23, 2002.					
Reminder: Report on a sepa	arate line for	each class of s	ecurities ber	eficial	 ly		

owned directly or indirectly.

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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. (Over)

SEC 1474 (7-02)

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

Derivative Security	ative Secur-	3. Trans- action Date (Month/	(Instr. 8)	or Dis of (D) (Instr 4, and	ative ities red (A) sposed r. 3,	Expirati (Month/D Date	ion Date Day/Year) Expira-	7. Title and of Underl Securitie (Instr. 3	ying s and 4)	Secur-
(Instr. 3)	ity	Day/Year)Code V	(A)	(D)	cisable	Date	Title	Shares	5)
EXPLANATION	OF RESPO	NSES:	======	:=====	======					======

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

**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.

12/30/02

Date

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 ${\tt OMB\ Number.}$

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