

RIGHT MANAGEMENT CONSULTANTS INC

Form 5

February 14, 2003

<b>FORM 5</b>		<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> <b>Washington, D.C. 20549</b>		OMB APPROVAL	
Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). <b>Form 3 Holdings Reported</b> <b>Form 4 Transactions Reported</b>		<b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>		OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. . . . .1.0	
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 *  Franklin, Oliver St. Clair  _____ (Last) (First) (Middle)		2. Issuer Name <b>Right Management Consultants, Inc.</b> <b>and</b> Ticker or Trading Symbol <b>RHT</b>	
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)  1818 Market Street  _____ (Street)  Philadelphia, PA 19103  _____ (City) (State) (Zip)		4. Statement for Month/Year  12 / 02		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____	
		5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Reporting (check applicable line)  Form filed by One Reporting Person _____ Form filed by More than One Reporting Person _____	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. N I E C (
				Amount	(A) or (D)	Price			

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

(Over)

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Form 5 (continued)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
1. Title of Derivative Security (Instr. 3)	2. Con- version or Exer- cise Price of Deriva- tive Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Deri- vative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				6. Date of Exer- cis- able (DE) and Expiration Date (ED) (Month/ Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Security (Instr. 5)	9. Number of Deriv- ative Securiti- es Benefi- cially Owned at End of Year (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or Indirect (I) (Instr. 4)
					A	D	DE	ED	Title	Amount or Number of Shares				

**Explanation of Responses:**

(1) These stock options vest over a three year period. One-third becomes exercisable each year beginning with one year from the transaction date. (2) 12/31/03, 12/31/04, 12/31/05

/s/ Oliver Franklin

02/14/03

\_\_\_\_\_  
\*\* Signature of Reporting Person

\_\_\_\_\_  
Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

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