SCOTT CHARLES THOMAS /NY

Form 4 January 23, 2003

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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OMB APPROVAL

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Add Scott Charles T			me and Tic C orporatio		Pe to	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) c/o Cordiant plc 121-141 Westbo	of Reporting Person,					tatement for atth/Day/Year uary 21, 2003	10	X Director 10% Owner _ Officer (give title below) Other (specify below)			
London, Englan	(Street) ad W26JR						Date	Amendment, of Original nth/Day/Year)	(C <u>X</u> Pe	Theck Applicat Form filed by erson	One Reporting More than One
(City)	(State) (Zip)	T	able	I Non-D	erivati	ive Secu	ırities Acquired,	Dispose	d of, or Benef	icially Owned
Security	action Date	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction C (Instr. 8	Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	osed o	of (D)	5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		ship Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/21/03		A		1,705	A	\$1.76		8,974	I	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

(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	(MeIonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securition	X ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)

^{*} 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	V (.	A)		Exer-cisable		Amount or Number of Shares			

Explanation of Responses:

By: /s/ Charles Thomas Scott

January 23, 2003

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