## **GREENWAY JAMES E** Form 5/A October 11, 2002

#### U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

#### ANNUAL 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(f) of the Investment Company Act of 1940 [\_] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). [\_] Form 3 Holdings Reported [\_] Form 4 Transactions Reported 1. Name and Address of Reporting Person\* Greenway \_\_\_\_\_\_ (Middle) (Last) (First) 1818 Market Street, 33rd Floor (Street) Philadelphia PA 19103 (City) (State) (Zip) 2. Issuer Name and Ticker or Trading Symbol Right Management Consultants, Inc. (RMCI) 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) 4. Statement for Month/Year 12/01 If Amendment, Date of Original (Month/Year) 12/01 6. Relationship of Reporting Person to Issuer

[\_] 10% Owner

(Check all applicable)

[\_] Director

[X] Officer (give title below) [\_] Other (specify below)

Executive Vice President

 Individual or Joint/Group Filing (Check applicable line)

- [X] 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

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		2	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			
1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	Transaction	Amount	(A)	Price	
			· <b></b>		· <b></b>	
Common Stock (1), (4)			206		\$10.1349	
Common Stock (1), (4)	5/31/01	T	191	А	\$10.9083	
Common Stock (1), (4)	6/29/01	T	141	А		
	7/31/01	T	155	А		
	8/31/01	T	167	А	\$12.467	
Common Stock (1), (4)	9/28/01	Т	119	А	\$17.5213	
	10/31/01		107			
	11/30/01		130		·	
	12/31/01	T	141	А	\$14.7093	
Common Stock (2)			(2)			
	========				:=======	

4.

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

(Print or Type Responses)

(Over)

<sup>\*</sup> If the form is filed by more than one Reporting Person, see Instruction  $4\,(\mathrm{b})\,(\mathrm{v})$  .

#### FORM 5 (continued)

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

\_\_\_\_\_\_\_

Conversion or Exercise Price	3. Trans-	4.	Securities Acquired (A)	Date Exercisa	ble and	of Underl Securitie (Instr. 3	ying s and 4)
of Deriv-	action	Trans-			_		Amount or
							Number
	_						of
1ty 	rear)	8) 	(A) (D)	cisable	рате 		Shares
\$16.00	7/26/01	A	7,500	7/26/02	7/25/11	RMCI Common Stock	7,500
\$21.94	10/8/01	A 	7,500	10/8/02	10/7/11	RMCI Common Stock	7,500
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise 3. Price Transof action Deriv Date ative (Month/SecurDay/ity Year)  \$16.00 7/26/01	Conversion or Exercise 3. Price Trans- 4. of action Trans- Deriv- Date action ative (Month/ Code Secur- Day/ (Instr. ity Year) 8)  \$16.00 7/26/01 A	Conversion  sion  or  Exer-  cise  3.  Price  of  action  Derivative  Securities  Acquired (A)  or Disposed  of  action  Trans-  of (D)  Deriv-  Date  action  Action  (Instr. 3,  ative  (Month/ Code 4 and 5)  Secur-  Day/  ity  Year)  \$16.00  7/26/01  A  7,500	Conversion  Sion  Number of  Derivative  Securities  Date  Securities  Date  Acquired (A)  Exercisa  Price  Trans-  of  action  Trans-  of  Deriv-  Date  action  Action  Trans-  of (D)  (Month/D  (Month/D  Deriv-  Date  Action  Trans-  of (D)  Month/D  Date  Secur-  Day/  (Instr.  Secur-  Day/  (Instr.  Secur-  Tyear)  8)  (A)  (D)  Tyear)  \$16.00  7/26/02	Conversion  Sion  Or  Exer-  Cise  3.  Price  Trans-  Of  Acquired  Of  action  Trans-  Of  (D)  (Month/Day/Year)  Deriv-  ative  (Month/  Code  4 and 5)  Date  Expira-  Secur-  Day/  (Instr.  Secur-  Day/  (Instr.  Secur-  Day/  (Instr.  Secur-  Day/  (Instr.  Acquired  (A)  Exercisable and  Expiration  (Month/Day/Year)  Date  Expira-  Exer-  tion  ity  Year)  8)  (A)  (D)  Cisable  Date	Conversion Number of Title and or Derivative 6. Of Underl Exer- Securities Date Securitie Cise 3. Acquired (A) Exercisable and (Instr. 3 Price Trans- 4. or Disposed Expiration Date of action Trans- of (D) (Month/Day/Year) Deriv- Date action (Instr. 3, ative (Month/ Code 4 and 5) Date Expira- Secur- Day/ (Instr

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#### Explanation of Responses:

- (1) These common shares were purchased through RMCI's Employee Stock Purchase Plan which is exempt under Section 16 of the Securities Exchange Act. This information has been adjusted to reflect the 3-for-2 stock splits effective 4-6-01 and 11-1-01.
- (2) The total dollar balance at 12-31-01 in the RMCI Stock Fund for the Company's 401k Plan held by Mr. Greenway was \$161,625.97. The number of shares held in this RMCI Stock Fund is not readily determinable.
- (3) These stock options vest over a three year period. One-third becomes exercisable each year beginning with a year from their respective transaction dates.
- (4) The amount of common shares owned at the end of the year includes 6,750 shares held directly by Mr. Greenway in an IRA account of which his wife is the beneficiary.

/s/ James E. (	Greenway	10/11/02

\*\*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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