

TMP WORLDWIDE INC
Form SC 13G/A
February 12, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

OMB APPROVAL
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**INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(b), (c) and (d) and
AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)**

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

TMP Worldwide Inc.

(Name of Issuer)

Common Stock, \$.001 par value per share

(Title of Class of Securities)

872941109

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 872941109

1. **Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of above persons (entities only)**
 Andrew J. McKelvey
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 (a)
 (b)
3. **SEC Use Only**
4. **Citizenship or Place of Organization**
 United States
- | | | |
|--|-----|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power
4,762,000 shares of Class B Common Stock, par value \$.001, 8,566,296 shares of Common Stock, par value \$.001 |
| | 6. | Shared Voting Power
5,616 shares of Common Stock, par value \$.001 |
| | 7. | Sole Dispositive Power
4,762,000 shares of Class B Common Stock, par value \$.001, and 8,566,296 shares of Common Stock, par value \$.001 |
| | 8. | Shared Dispositive Power
5,616 shares of Common Stock, par value \$.001 |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
13,333,912 shares of Common Stock, par value \$.001(1) |
| | 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |
| | 11. | Percent of Class Represented by Amount in Row (9)
100% of Class B Common Stock, 8.0% of Common Stock |
| | 12. | Type of Reporting Person (See Instructions)
IN |

(1) Includes 4,762,000 shares of Class B Common Stock. The shares of Class B Common Stock have 10 votes per share and are convertible, on a share for share basis, into Common Stock.

This Schedule 13G reflects a statement of beneficial ownership of securities of the reporting person as of December 31, 2002.

Item 1.

- (a) **Name of Issuer**
TMP Worldwide Inc.
622 Third Avenue
New York, New York 10017
- (b) **Address of Issuer's Principal Executive Offices**
622 Third Avenue
New York, New York 10017

Item 2.

- (a) **Name of Person Filing**
See Item 1 of the cover page attached hereto
- (b) **Address of Principal Business Office or, if none, Residence**
c/o TMP Worldwide Inc.
622 Third Avenue
New York, New York 10017
- (c) **Citizenship**
See Item 4 of the cover page attached hereto
- (d) **Title of Class of Securities**
Common Stock, par value \$.001
Class B Common Stock, par value \$.001
- (e) **CUSIP Number**
872941109

Item 3.

Identify of Reporting Person
Not Applicable

Item 4.

Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) **Amount beneficially owned:** See Item 9 of the cover page attached hereto.

- (b) **Percent of class:** See Item 11 of the cover page attached hereto.
- (c) **Number of shares as to which the person has:**
- (i) **Sole power to vote or to direct the vote** 8,566,296 shares of Common Stock, par value \$.001, and 4,762,000 shares of Class B Common Stock, par value \$.001.
 - (ii) **Shared power to vote or to direct the vote** 5,616 shares of Common Stock, par value \$.001.
 - (iii) **Sole power to dispose or to direct the disposition of** 8,566,296 shares of Common Stock, par value \$.001, and 4,762,000 shares of Class B Common Stock, par value \$.001.
 - (iv) **Shared power to dispose or to direct the disposition of** 5,616 shares of Common Stock, par value \$.001.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Mr. McKelvey maintains indirect beneficial ownership of 5,616 shares of Common Stock, par value \$.001 per share of the 13,333,912 shares reported at Item 9 of the cover page attached hereto. Mr. McKelvey's spouse holds 4,115 of such shares, Mr. McKelvey's 401(k) Plan holds 1,301 of these shares and Mr. McKelvey's daughter holds 200 of these shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2003

Date

/s/ Andrew J. McKelvey

Signature

Andrew J. McKelvey

Name/Title