

THOMSON CORP /CAN/
Form 40-F
March 10, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

FORM 40-F

o Registration Statement Pursuant to Section 12 of the Securities Exchange Act of 1934

OR

ý Annual Report Pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2003

Commission File Number: 1-31349

THE THOMSON CORPORATION

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English (if applicable))

Ontario

(Province or other jurisdiction of incorporation or organization)

2731

(Primary Standard Industrial Classification Code Number (if applicable))

98-0176673

(I.R.S. Employer Identification Number (if applicable))

Metro Center, One Station Place, Stamford, Connecticut 06902, (203) 969-8700

(Address and telephone number of Registrant's principal executive offices)

Thomson U.S. Holdings Inc.,

Metro Center, One Station Place, Stamford, Connecticut 06902, (203) 969-8700

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class

**Name of Each Exchange
on Which Registered**

Common shares

New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

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Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:
None

For annual reports, indicate by check mark the information filed with this Form:

Annual information form Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

654,579,297 common shares and 6,000,000 Series II preference shares

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

Yes 82- _____ No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to filing requirements for the past 90 days.

Yes No

CONTROLS AND PROCEDURES

a. Disclosure controls and procedures.

The Chief Executive Officer and Chief Financial Officer of The Thomson Corporation (the "Corporation"), after evaluating the effectiveness of the Corporation's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) as of the end of the period covered by this annual report, have concluded that the Corporation's disclosure controls and procedures are effective to ensure that all information required to be disclosed by the Corporation in reports that it files or furnishes under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in U.S. Securities and Exchange Commission rules and forms.

b. Changes in internal controls over financial reporting.

There was no change in the Corporation's internal control over financial reporting that occurred during the Corporation's last fiscal year that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

AUDIT COMMITTEE FINANCIAL EXPERT

The disclosure provided under the heading "Audit Committee Financial Expert" on page 72 of Exhibit 1 (Annual Information Form) is incorporated by reference herein.

CODE OF ETHICS

The disclosure provided under the heading "Code of Business Conduct and Ethics" on page 72 of Exhibit 1 (Annual Information Form) is incorporated by reference herein.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

PricewaterhouseCoopers LLP has been the auditor of the Corporation since its incorporation in 1977.

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Fees payable to PricewaterhouseCoopers LLP for the years ended December 31, 2003 and 2002 were as follows:

| Fees in millions of U.S. dollars | 2003 | 2002 |
|----------------------------------|-------------|-------------|
| Audit fees | 10.7 | 11.3 |
| Audit-related fees | 6.3 | 2.9 |
| Tax fees | 7.5 | 7.8 |
| All other fees | 1.7 | 4.0 |
| Total | 26.2 | 26.0 |

Audit Fees

These audit fees were for professional services rendered for the audits of the Corporation's consolidated financial statements, review of interim financial statements included in the Corporation's quarterly reports and services that generally only the independent auditor can reasonably provide, such as comfort letters, statutory audits, consents, and assistance and review of documents filed with the Securities and Exchange Commission and Canadian securities regulatory authorities.

Audit-Related Fees

These audit-related fees were for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under the "audit fees" category above. These services included Sarbanes-Oxley Section 404 advisory services, internal control reviews, audits of the Corporation's various employee benefit plans, transaction due diligence, subsidiary audits, and other services related to acquisitions and dispositions.

Tax Fees

These tax fees were for tax compliance, tax advice and tax planning. These services included the preparation and review of corporate and expatriate tax returns, assistance with tax audits and transfer pricing matters, advisory services relating to federal, state, provincial and international tax compliance for customs and duties, advisory services regarding common forms of domestic and international taxation (i.e., tax credits, income tax, VAT, GST and excise taxes) and advisory services regarding restructurings, mergers and acquisitions.

All Other Fees

Fees disclosed in the table above under the item "all other fees" were for services other than the audit fees, audit-related fees and tax fees described above. These services included:

Insurance, transaction and benefit plan advisory services;

Review of non-financial information systems design and implementation in 2002; and

French translations of financial statements, management's discussion and analysis and financial information included in our annual information form, prospectuses and other offering documents.

Pre-Approval Policies and Procedures

The Corporation's audit committee is responsible for overseeing the work of the independent auditors and has considered whether the provision of services other than audit services is compatible with maintaining the auditors' independence. The audit committee has adopted a policy regarding its pre-approval of all audit and permissible non-audit services provided by the independent auditors. The policy gives detailed guidance to the Corporation's management as to the specific types of services that have been pre-approved. The policy requires audit committee specific approval of all other permitted types of services that have not been pre-approved. The Corporation's senior management periodically provides the audit committee with a summary of services provided by the independent auditors in accordance with the pre-approval policy. The audit committee's charter delegates to its Chair the authority to evaluate and approve engagements in the event that the need arises for pre-approval between audit committee meetings. If the Chair approves any such engagements, he reports his approval decisions to the full audit committee at its next meeting. For the year ended December 31, 2003, none of the audit-related, tax or all other fees described above made use

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of the *de minimus* exception to pre-approval provisions contained in the applicable rules of the SEC.

OFF-BALANCE SHEET ARRANGEMENTS

The disclosure provided under the heading "Commitments" on page 52 of Exhibit 1 (Annual Information Form) is incorporated by reference herein.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The disclosure provided under the heading "Commitments" on page 52 of Exhibit 1 (Annual Information Form) is incorporated by reference herein.

IDENTIFICATION OF AUDIT COMMITTEE

The disclosure provided under the heading "Directors and Officers" on page 69 of Exhibit 1 (Annual Information Form) is incorporated by reference herein.

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

a. Undertaking.

The Corporation undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

b. Consent to Service of Process.

Concurrent with the filing of this report, the Corporation is filing an amended Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

THE THOMSON CORPORATION

Date: March 10, 2004

By: /s/ DEIRDRE STANLEY

Name: Deirdre Stanley
Title: Senior Vice President and General Counsel

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 1 | Annual Information Form (including Management's Discussion and Analysis), dated March 10, 2004 |

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| Exhibit Number | Description |
|----------------|---|
| 2 | Audited consolidated financial statements for the fiscal years ended December 31, 2003 and 2002 and as at December 31, 2003 and 2002 (including reconciliation to U.S. GAAP for the fiscal years ended December 31, 2003 and 2002 and as at December 31, 2003 and 2002) |
| 3 | Consent of PricewaterhouseCoopers LLP, Chartered Accountants |
| 4 | Comments by Auditors for United States of America Readers on Canada United States of America Reporting Differences |
| 31 | Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32 | Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

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