VASSALLUZZO SCOTT.
Form 3
November 05 2002

### FORM 3

### **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

#### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

OMB Number: 3235-0104 Expires: January 31, 2005 Estimated average burden hours per response. . . . . 0.5

1. Name and Address of Reporting Person\*

Vassalluzzo, Scott J.

(Last) (First) (Middle)

323 Railroad Avenue

(Street)

Greenwich, CT 06830

(City) (State) (Zip)

2. Date of Event

Requiring Statement Month/Day/Year

#### 11/01/2002

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Issuer Madoxer or Trading Symbol

# ORTHODONTIC CENTERS OF AMERICA, INC. $\ensuremath{\mathsf{OCA}}$

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

\_ Director X10% Owner \_ Officer (give title below)

XOther (specify below)

Description

Member of Section 13(d) Group

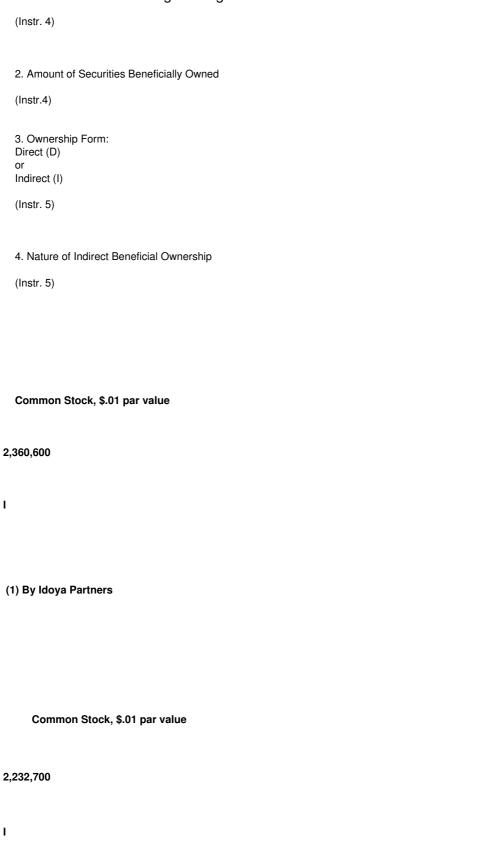
6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting PersonForm filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security



(2) By Prescott Associates Common Stock, \$.01 par value

I (3) By Prescott International Partners Common Stock, \$.01 par value I (4) By Vassalluzzo Family Accounts Common Stock, \$.01 par value D	27,000 17,000
1. Title of Derivative Security (Instr. 4) 2. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)
Title and Amount of     Underlying Securities     (Instr. 4)	DE / ED
4. Conversion or Exercise Price of Derivative Security 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)  (Instr.5) 6. Nature of Indirect Beneficial Ownership (Instr.5) Explanation of Responses:	Title / Amount or Number of Shares

(1) These shares are owned directly by Idoya Partners ("IP"), a member of a Section 13(d) Reporting Group, and indirectly by the Reporting Person as a general partner of IP. The Reporting Person disclaims beneficial ownership of

these shares in excess of his interest under 16a-1(a)(2)(ii)(B).

- (2) These shares are owned directly by Prescott Associates ("PA"), a member of a Section 13(d) Reporting Group, and indirectly by the Reporting Person as a general partner of PA. The Reporting Person disclaims beneficial ownership of these shares in excess of his interest under 16a-1(a)(2)(ii)(B).
- (3) These shares are owned directly by Prescott International Partners ("PIP"), a member of a Section 13(d) Reporting Group, and indirectly by the Reporting Person as a general partner of PIP. The Reporting Person disclaims beneficial ownership of these shares in excess of his interest under 16a-1(a)(2)(ii)(B).
- (4) These shares are owned directly by certain members of the Reporting Person's family. The Reporting Person disclaims beneficial ownership of these shares.

By:

/s/ Scott J. Vassalluzzo

11/05/2002

\*\* Signature of Reporting Person

Date

SEC 2270 (07/02)

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

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

<sup>\*\*</sup> 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 is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.