BANK OF BERMUDA FOUNDATION Form SC 13G February 14, 2003

> SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

> > SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

THE BANK OF BERMUDA LIMITED

(NAME OF ISSUER)

COMMON SHARES

(TITLE OF CLASS OF SECURITIES)

G07644100

(CUSIP NUMBER)

DECEMBER 31, 2002

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

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

 |
 Rule 13d-1(b)

 |
 Rule 13d-1(c)

 |X|
 Rule 13d-1(d)

| 1 | NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS | | | |
|---------------------------------------|---|---|----------------------------------|-------------------|
| | BANK OF BERMUDA FOUNDATION | | | |
| 2 | | | | (a) _ (b) _ |
| 3 | SEC USE ONLY | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | | | |
| | BERMUDA | | | |
| NUMBER OF | | 5 | SOLE VOTING POWER 3,164,637 | |
| BENEFICIAL OWNED BY I REPORTING | EACH | 6 | SHARED VOTING POWER NONE | |
| PERSON WI | | 7 | SOLE DISPOSITIVE POWER 3,164,637 | |
| | | 8 | SHARED DISPOSITIVE POWER NONE | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,164,637 | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | |
| | | | | 1_1 |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | | |
| | 10.9% | | | |
| 12 | TYPE OF REPORTING PERSON | | | |
| | 00 | | | |
| | | | | |

ITEM 1(A). NAME OF ISSUER: The Bank of Bermuda Limited ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

6 Front Street Hamilton HM 11, Bermuda

ITEM 2(A). NAME OF PERSON FILING:

Bank of Bermuda Foundation

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

6 Front Street Hamilton HM 11, Bermuda

ITEM 2(C). CITIZENSHIP:

See item 4 on Page 2

ITEM 2(D). TITLE OF CLASS OF SECURITIES:

Common Shares

ITEM 2(E). CUSIP NUMBER:

G07644100

- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A: (Not applicable)
 - (a)|_| Broker or dealer registered under Section 15 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
 - (b) |_| Bank as defined in Section 3(a) (6) of the Exchange Act;
 - (c)|_| Insurance company as defined in Section 3(a)(19) of the Exchange Act;
 - (d)|_| Investment company registered under Section 8 of the Investment Company Act of 1940, as amended (the "Investment Company Act");
 - (e)|_| Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
 under the Exchange Act;
 - (f)|_| Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F) under the Exchange Act;
 - (g)|_| Parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G) under the Exchange Act;
 - (h)|_| Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
 - (i)|_| Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
 - (j)|_| Group in accordance with Rule 13d-1(b)(ii)(H) under the Exchange Act.

ITEM 4. OWNERSHIP.

(a) Amount beneficially owned:

See item 9 on Page 2

(b) Percent of class:

See item 11 on Page 2

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:See item 5 on Page 2
 - (ii) Shared power to vote or to direct the vote:See item 6 on Page 2
 - (iii) Sole power to dispose or to direct the disposition
 of:

See item 7 on Page 2

(iv) Shared power to dispose or to direct the disposition
 of:

See item 8 on Page 2

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable

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. CERTIFICATIONS.

Not applicable

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.

13TH FEBRUARY 2003 ------(Date)

BANK OF BERMUDA FOUNDATION

By: /s/ David R M Lang

(Signature)

DAVID R M LANG DIRECTOR & SECRETARY BANK OF BERMUDA FOUNDATION

(Name/Title)