

ATALANTA SOSNOFF CAPITAL CORP /DE/
Form 4
December 23, 2002

|FORM 4|

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

(Print or Type Responses)

1. Name and Address of Reporting Person*

| | | |
|---------|---------|----------|
| Sosnoff | Martin | Toby |
| ----- | ----- | ----- |
| (Last) | (First) | (Middle) |

c/o Atalanta/Sosnoff Capital Corporation
101 Park Avenue

(Street)

| | | |
|----------|---------|-------|
| New York | NY | 10178 |
| ----- | ----- | ----- |
| (City) | (State) | (Zip) |

2. Issuer Name and Ticker or Trading Symbol

Atalanta/Sosnoff Capital Corporation ("ATL")

3. IRS or Social Security Number of Reporting Person (Voluntary)

055-28-1950

4. Statement for Month/Day/Year

December 20, 2002

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

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

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** 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.

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