ATALANTA SOSNOFF CAPITAL CORP /DE/

Form 4
December 23, 2002

FORM 4		
		OMB APPROVAL
[] Check this box if a to Section 16. For obligations may construction 1(b).	m 4 or Form 5	OMB Number: 3235-028 Expires: September 30, 199 Estimated average burden hours per response0
UNITED	STATES SECURITIES AND Washington, D.C.	
STATI	EMENT OF CHANGES IN BEN	EFICIAL OWNERSHIP
Section 17(a) o		curities Exchange Act of 1934, Iding Company Act of 1935 or It Company Act of 1940
(Print or Type Response	es)	
1. Name and Address	of Reporting Person*	
Sosnoff	Martin	Toby
(Last)	(First)	(Middle)
c/0	o Atalanta/Sosnoff Capi 101 Park Ave	_
	(Street)	
New York	NY	10178
(City)	(State)	(Zip)
2. Issuer Name and T	icker or Trading Symbol	
Atalanta/Sosnoff (Capital Corporation ("A	TL")
3. IRS or Social Section 055-28-1950	urity Number of Reporti	ng Person (Voluntary)
4. Statement for Mont	th/Day/Year	
December 20, 2002		
5. If Amendment, Date	e of Original (Month/Ye	anl

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

X Director X Officer (give title below)					Owner er (specify be	elow)		
Chairman of the Board and Chief Executive Officer								
X Form	Filed by One	coup Filing (C Reporting Pe e than One Re	rson		Line)			
TABL		OR BENEFICI	ALLY OWNED		D, DISPOSED OF			
1. Title of Security (Instr. 3)		(Month/					Beneficia Owned	
			(Instr.		(A) or Amount (D)		of Month (Instr. 3	
Common Stock, par value \$.01	per share	12/20/02	G		300,000	D		6,700,00

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

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

(Over) SEC 1474 (7-96)

FORM 4 (continued)

**Signature of Reporting Person

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	ative	3. Trans- action Date (Month/ Day/Year	(Instr. 8)	or Disof(D) (Instruction 4, and	ative ities red (A) sposed	6. Date Exercisa Expirati (Month/D Date Exer- cisable	on Date pay/Year) Expiration	of Under Securit: (Instr.	Deriv- ative Secur- ity (Instr.	
									 	-
									 	-
									 	_
		======	=======	=====				======	 	
EXPLANATION	OF RESPO	NSES:								
	Martin T	. Sosnoff					12/20/	02		

Date

** 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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