

ORTHODONTIC CENTERS OF AMERICA INC /DE/

Form 4

December 06, 2002

SEC Form 4

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| <p>FORM 4</p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5</p> | |
| <p>1. Name and Address of Reporting Person*</p> <p>Smith, Thomas W</p> <hr/> <p>(Last) (First) (Middle)</p> <p>323 Railroad Avenue</p> <hr/> <p>(Street)</p> <p>Greenwich, CT 06830</p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>ORTHODONTIC CENTERS OF AMERICA, INC. OCA</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for Month/Day/Year</p> <p>12/04/02</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)</p> <p>Description Member of Section 13(d) Group</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|-----|---------|---|--|---|
| | | | Code | V | Amount | A/D | Price | | | |
| Common Stock, \$.01 par value | 12/04/02 | | P | | 20,000 (1) | A | \$10.45 | 270,000 (1) | D | |
| Common Stock, \$.01 par value | 12/04/02 | | P | | 200 | A | \$10.38 | 215,570 | I | * By Smith Family Accounts |
| Common Stock, \$.01 par value | 12/04/02 | | P | | 100 | A | \$10.40 | 215,670 | I | * By Smith Family Accounts |

| | | | | | | | | | | |
|-------------------------------|----------|--|---|--|--------|---|---------|-----------|---|----------------------------|
| Common Stock, \$.01 par value | 12/04/02 | | P | | 200 | A | \$10.46 | 215,870 | I | * By Smith Family Accounts |
| Common Stock, \$.01 par value | 12/04/02 | | P | | 200 | A | \$10.30 | 216,070 | I | * By Smith Family Accounts |
| Common Stock, \$.01 par value | 12/04/02 | | P | | 300 | A | \$10.31 | 216,370 | I | * By Smith Family Accounts |
| Common Stock, \$.01 par value | 12/04/02 | | P | | 50,000 | A | \$10.40 | 1,050,000 | D | |
| Common Stock, \$.01 par value | 12/04/02 | | P | | 50,000 | A | \$10.46 | 1,100,000 | D | |

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) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Derivative Expiration Date (ED) (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4) | 11. Name of Beneficial Owner (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---|---|--|--|--|---|
| | | | | Code | V | | | A | D | | | | |
| | | | | | | | | | | | | | |

Explanation of Responses:

(1) These shares are owned directly by Prescott Investors Profit Sharing Trust ("PIPST"), a member of a Section 13D Group, and indirectly by the Reporting Person as trustee of PIPST. The Reporting Person disclaims beneficial ownership of these shares in excess of his interest under 16a-8(b). The address PIPST is 323 Railroad Avenue, Greenwich, CT 06830.

* These shares are owned directly by or on behalf of family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares for purposes of Section 16 or for any other purpose.

By:
/s/ Thomas W. Smith, Individually and as Trustee of Prescott Investors Profit Sharing Trust

12/06/02

** Signature of Reporting Person
 Date

SEC 1474 (9-02)

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).

** 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.