## U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

## 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

	eck box if no long y continue. See			Form 4 or For	m 5 obligations				
	me and Address								
	rman		Bernard						
(Las	t)		(First)						
	9 Chestnut Stree								
			(Street)						
	ladelphia			19103					
(Cit	у)		(State)						
	suer Name and Ti								
	ega Healthcare 1								
	S Identification								
	atement for Mont								
	tober 15, 2002								
	Amendment, Date								
6. Re	lationship of Re	eporting Persor							
	Director Officer (give	e title below)		10% Owner Other (specif	y below)				
[X	dividual or Joir Form filed by	nt/Group Filing one Reporting omore than one	g (Check applic g Person	able line)					
======	Table I N	Non-Derivative or Benef	Securities Acq	uired, Dispose					
<table></table>									6.
Owner-					4.		(7)	5.	-l '
Form:	7.		2A.	3.	Securities Acq Disposed of (D		(A) or	Amount of Securities	ship
Direct	Nature of		Deemed	Transaction	(Instr. 3, 4 a	nd 5)		Beneficially	
	indirect	2.	Execution	Code				Owned at End	(D)
1. Indirect Beneficial		Transaction	Date, if	(Instr. 8)		(A)		of Month	
	f Security	Date	any		Amount	or	Price	(Instr. 3	(I)

(Instr. 3) (Instr. 4) (Instr. 4)	(mm/dd/	/уу) (	(mm/dd/yy		V		(D)		and 4)	
<\$> <c> <c></c></c>	<c></c>		<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	
Common Stock D	10/15/	/02		A*		581	А	\$4.30	538,1	45
		=======			======		=======			

										Reminder: Report on a				ass of securi	ties bene	eficially				
owned direct  If the Form is filed				ing Person, se	e Instruc	tion														
4(b)(v).	1		1	,																
	(Pi	rint or T	lype Resp	onse)		(Ove	r)													
FORM 4 (continued)																				
Table II Derivative																				
(e.g., puts,		arrants,		convertible																
10.										9.										
Owner-										Number										
ship										of										
Form 2.										Deriv-										
of Conver-				5.			7.			ative										
Deriv- 11.				Number of			Title and	l Amount		Secur-										
ative Nature or	37	Α.		Derivative	6.		of Underl		8.	ities										
Secur- of Exer-				Securities	Date		Securitie		Price	Bene-										
ity: In-	3. ed			Acquired (A)		ble and	(Instr. 3			ficially										
Direct direct	Trans- Ex			or Disposed	Expirati				Deriv-	Owned										
(D) or Bene- 1. of	action ti			of (D)	-	ay/Year)		Amount		at End										
In- ficial				(Instr. 3,		ay/rear)														
direct Owner-								Or	Secur-	of Manth										
Derivative ative (I) ship	(mm/ ii	fany 8	3)	4 and 5)	Date	Expira-		Number	тсЛ	Month										
	1.1/	/ /			\_				/ T :	/ T										
Security Secur- (Instr. (Instr. (Instr. 3) ity		, ,	code V	(A) (D)	Exer-	tion Date	Title	of Shares	(Instr.	(Instr.										

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		=====	======	======	=====	=====		======	======				
<pre></pre>													

Explanation of Respon | ses: |  |  |  |  |  |  |  |  |  |  |  || Grant of | stock for | paymen | t of Dir | ector f | ees. |  |  |  |  |  |  |  |  |
/\$/	Thomas H	. Pete						Octobe	r 17, 2002	2			
\*\* At	torney-In-	Fact						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 provided is insufficient, see Instruction 6 for procedure.