

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act
of 1934

(Amendment No. 16)

PHILADELPHIA SUBURBAN CORPORATION

(Name of issuer)

Common Stock, Par Value \$.50 Per Share

(Title of class of securities)

718009 6 08

(CUSIP Number)

Alain Brunais
Compagnie Generale des Eaux
52 Rue d'Anjou
75384 Paris, France
3314-924-4924

(Name, address, and telephone number of person
authorized to receive notices and communications)

Copies of all notices should be sent to:

Rohan S. Weerasinghe, Esq.
Shearman & Sterling
599 Lexington Avenue
New York, New York 10022
(212) 848-7088

May 13, 1993

(Date of event which requires
filing of this statement)

If the filing person has previously filed a statement on
Schedule 13G to report the acquisition which is the subject of this statement,
and is filing this statement because of Rule 13d-1(b) (3) or (4), check the
following box: / /

Check the following box if a fee is being paid with this statement: / /

CUSIP No. 718009 6 08

(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Compagnie Generale des Eaux

(2) Check the Appropriate Box if a Member of a Group (See
Instructions)

/x/

(a) -----

// (b) -----

 (3) SEC Use Only -----

 (4) Source of Funds (See Instructions) -----

 (5) Check if Disclosure of Legal Proceedings is Required
 Pursuant to Item 2(d) or 2(e). // -----

 (6) Citizenship or Place of Organization France -----

Number of	(7)	Sole Voting Power	1,493,600
Shares			
Beneficially	(8)	Shared Voting Power	120,000
Owned by			
Each	(9)	Sole Dispositive Power	1,493,600
Reporting			
Person	(10)	Shared Dispositive Power	120,000
With			

(11) Aggregate Amount Beneficially Owned by Each Reporting
 Person 1,613,600 -----

 (12) Check if the Aggregate Amount in Row (11) Excludes
 Certain Shares (See Instructions) // -----

 (13) Percent of Class Represented by Amount in Row (11)
 Approximately 14.1% (based upon 11,404,928 shares outstanding as of March 1,
 1994 according to Philadelphia Suburban Corporation's Report on Form 10-K for
 the Year ended December 31, 1993). -----

 (14) Type of Reporting Person (See Instructions) CO -----

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 CUSIP No. 718009 6 08

(1) Name of Reporting Person
 S.S. or I.R.S. Identification No. of Above Person
 Anjou International Company -----

 (2) Check the Appropriate Box if a Member of a Group (See
 Instructions)
 /x/ (a) -----

 // (b) -----

 (3) SEC Use Only -----

 (4) Source of Funds (See Instructions) WC -----

 (5) Check if Disclosure of Legal Proceedings is Required
 Pursuant to Item 2(d) or 2(e). // -----

(6)	Citizenship or Place of Organization		Delaware
	Number of	(7) Sole Voting Power	0
	Shares		
	Beneficially	(8) Shared Voting Power	120,000
	Owned by		
	Each	(9) Sole Dispositive Power	0
	Reporting		
	Person	(10) Shared Dispositive Power	120,000
	With		
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 120,000		
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) / /		
(13)	Percent of Class Represented by Amount in Row (11) Approximately 14.1% (based upon 11,404,928 shares outstanding as of March 1, 1994 according to Philadelphia Suburban Corporation's Report on Form 10-K for the Year ended December 31, 1993).		
(14)	Type of Reporting Person (See Instructions) CO		

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This Amendment No. 16, which amends and restates in its entirety the Statement on Schedule 13D, dated September 7, 1983, as amended, of Compagnie Generale des Eaux ("CGE"), is filed to reflect information required pursuant to Rule 13d-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, relating to the shares of Common Stock, par value \$.50 per share, of Philadelphia Suburban Corporation, a Pennsylvania corporation (the "Issuer").

Item 1. Security and Issuer.

The Issuer's principal executive offices are located at 762 Lancaster Drive, Bryn Mawr, Pennsylvania 19010. This statement relates to the shares of common stock, par value \$.50 per share, of the Issuer (the "Shares").

Item 2. Identity and Background.

(a) This statement is filed by CGE, a French corporation, and Anjou International Company ("Anjou"), a wholly owned subsidiary of CGE.

(b) The business address of CGE is 52 Rue d'Anjou, 75384 Paris, France. The business address of Anjou is 1105 North Market Street, Suite 1300, P.O. Box 8985, Wilmington, Delaware 19899.

(c) CGE and its subsidiaries are a diversified group of local service companies primarily engaged in providing a comprehensive range of public, institutional and industrial service needs for water, power, heating and urban maintenance. In France, CGE, together with its subsidiaries, is one of the nation's largest cable broadcasters and cellular telephone network operators and one of the leading managers of private health clinics and parking lots.

Anjou is a holding company for certain of CGE's interests in the United States.

The names, residence or business addresses and present principal occupation or employment and the name, principal business and address of any

corporation or other organization in which such employment is conducted, of the executive officers and directors of CGE and of Anjou are set forth in Exhibit A hereto and incorporated herein by reference.

(d) During the last five years, neither CGE nor, to the best of CGE's knowledge, any of the directors or executive officers of CGE have been convicted in criminal proceedings (excluding traffic violations or similar misdemeanors).

During the last five years, neither Anjou nor, to the best of Anjou's knowledge, any of the directors or executive officers of Anjou have been convicted in criminal proceedings (excluding traffic violations or similar misdemeanors).

(e) During the last five years, neither CGE nor, to the best of CGE's knowledge, any of the directors or executive officers of CGE was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

During the last five years, neither Anjou nor, to the best of Anjou's knowledge, any of the directors or executive officers of Anjou was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order

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enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The citizenship of the executive officers and the directors of CGE and Anjou is set forth in Exhibit A hereto and incorporated herein by reference.

Item 3. Source and Amount of Funds or Other Consideration.

The source of the funds used to finance the acquisitions reported by this Amendment No. 16 was working capital. The total amount of such funds was \$2,196,250.00, exclusive of brokerage commissions.

Item 4. Purpose of Transaction.

The Shares purchased by CGE and Anjou to the date hereof were acquired, and are being held, as an investment. Neither CGE nor Anjou has any present plans or proposals which may relate to or would result in:

(a) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;

(b) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;

(c) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;

(d) Any material change in the present capitalization or dividend policy of the Issuer;

(e) Any other material change in the Issuer's business or corporate structure;

(f) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;

(g) A class of securities of the Issuer being delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(h) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or

(i) Any action similar to any of those enumerated above.

As a result of the sale by the Issuer of 1,100,000 newly issued Shares on April 21, 1993, CGE's ownership percentage of the outstanding Shares was reduced from approximately 15.1% to approximately 13.3%. CGE presently intends, depending upon market conditions and share prices, to acquire (either directly or through a subsidiary, including Anjou) additional Shares from time to time in the open market or in negotiated transactions or both to increase its ownership percentage of the outstanding Shares. CGE has advised the Issuer that such purchases of Shares will be solely for investment purposes. CGE filed a Premerger Notification and Report Form with the Federal Trade Commission and the Department of Justice under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 stating its intention to purchase additional Shares, which purchases will result in CGE holding at least 15% of the outstanding Shares. CGE intends to review its

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investment position in the Issuer periodically and, depending on such review and the Issuer's business, prospects and future developments, CGE may seek to acquire further Shares or may sell its Shares.

Item 5. Interest in Securities of the Issuer.

(a) As of May 26, 1994, CGE was the owner of 1,493,600 Shares constituting approximately 13.1% of the outstanding Shares (based upon 11,404,928 Shares outstanding as calculated above). To the best knowledge of CGE, no director or executive officer owns or has any right to acquire, directly or indirectly, any Shares.

As of May 26, 1994, Anjou was the owner of 120,000 Shares constituting approximately 1.0% of the outstanding Shares (based upon 11,404,928 Shares outstanding as calculated above). To the best knowledge of Anjou, no director or executive officer of Anjou International Company owns or has any right to acquire, directly or indirectly, any Shares.

As of May 26, 1994, CGE and Anjou were the beneficial owners of 1,613,600 Shares constituting approximately 14.1% of the outstanding Shares (based upon 11,404,928 Shares outstanding as calculated above).

(b) CGE has the sole power to vote or direct the disposition of 1,493,600 Shares. CGE has the shared power to vote or direct the disposition of 120,000 Shares. Anjou has the shared power to vote or direct the disposition of 120,000 Shares.

(c) In the past sixty days, Anjou has made the following purchases of Shares, all of which were open market transactions on the New York Stock Exchange.

Date of Purchase	Number of Shares Purchased	Price Per Share (excluding commissions)
04/11/94	1,100	17 5/8
04/12/94	100	17 5/8
04/13/94	800	17 7/8
	500	17 5/8

04/18/94	1,000	17 3/4
04/19/94	500	18
	1,000	17 7/8
04/20/94	500	18 1/8
	1,000	18
04/21/94	500	18 1/4
	1,000	18
04/22/94	500	18
	1,000	17 7/8
04/26/94	500	18 1/4
	400	18
	100	17 7/8
04/28/94	500	18
	900	17 7/8
04/29/94	800	17 7/8

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Date of Purchase -----	Number of Shares Purchased -----	Price Per Share (excluding commissions) -----
05/03/94	1,200	18
05/04/94	500	18
	500	17 7/8
05/05/94	500	18 1/8
	500	18
05/06/94	500	18
05/09/94	1,000	18
05/10/94	1,000	17 3/4
05/11/94	1,000	17 3/4
05/12/94	1,000	17 1/2
05/13/94	300	17 5/8
	700	17 7/8
05/16/94	800	17 7/8
05/17/94	1,000	18
05/18/94	1,200	18
05/19/94	1,000	18

Except as set forth above, neither CGE nor (to the best of CGE's knowledge) any executive officer or director of CGE (a) owns, or has any right to acquire, directly or indirectly, any Shares or (b) has, in the past 60 days, effected any transactions in the Shares.

Except as set forth above, neither Anjou nor (to the best of Anjou's knowledge) any executive officer or director of Anjou (a) owns, or

has any right to acquire, directly or indirectly, any Shares or (b) has, in the past 60 days, effected any transactions in the Shares.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer.

Anjou is a wholly owned subsidiary of CGE. Neither CGE nor Anjou has, and (to the best of CGE's and Anjou's knowledge) no person named in Item 2 hereof has, any contract, arrangement, understanding, or relationship (legal or otherwise) with any person with respect to any securities of the Issuer, but not limited to any contract, arrangement, understanding, or relationship concerning the transfer or the voting of any such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guaranties of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

(A) List of Directors and Officers of CGE and Anjou.

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.

COMPAGNIE GENERALE DES EAUX

By /s/ Claudio Elia

Name: Claudio Elia
Title: President and CEO
Anjou International Company, pursuant to a
power of attorney contained in the Statement
on Schedule 13D, as amended

Dated: June 1, 1994

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.

ANJOU INTERNATIONAL COMPANY

By /s/ Claudio Elia

Name: Claudio Elia
Title: President and CEO

Dated: June 1, 1994

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EXHIBIT A

Directors and Executive Officers of
Compagnie Generale des Eaux

Position with Compagnie Generale Des Eaux	Name and Business Address	Citizenship	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer
I. Directors			
Chairman of the Board and Chief Executive Officer	Guy Dejouany c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France	French	Chairman of the Board and Chief Executive Officer of Compagnie Generale des Eaux
Vice President and Director	Jean-Louis Beffa c/o Compagnie Saint Gobain les Miroirs 18, Avenue d'Alsace 92400 Courbevoie, France	French	Chairman and Chief Executive Officer of Compagnie Saint Gobain Pont-a- Mousson
Vice President and Director	Ambroise Roux 8 Bis, Rue Marguerite 75017 Paris, France	French	Honorary Chairman of Alcatel Alsthom
Director	Jacques Calvet c/o Peugeot S.A. 75 Avenue de la Grande Armee 75116 Paris, France	French	Chief Executive Officer of Peugeot S.A.
Director	Roland Genin 5, rue der Trois Epis 54600 Villers Les Nancy, France	French	Retired
Director and General Manager	Paul-Louis Girardot c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France	French	General Manager of Compagnie Generale des Eaux
Director	Jacques-Henri Gougenheim c/o UAP International 9 Place Vendome 75052 Paris, Cedex 01 France	French	Chairman of Banque Worms

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Position with Compagnie Generale Des Eaux	Name and Business Address	Citizenship	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer
Director	Loik Le Floch-Prigent c/o Gaz de France 23 Rue Philibert Delorme 75840 Paris Cedex 12	French	Chairman and Chief Executive Officer Gaz de France
Director	Jean-Pierre Mallet c/o Banque de Neuflyze Schlumberger Mallet 3 Avenue Hoche 75008 Paris, France	French	Honorary Chairman of Banque de Neuflyze Schlumberger Mallet
Director	Jacques Pillet-Will 16 Rue de Teheran 75008 Paris, France	French	Honorary Chairman of Banque de Picardie

Director	Pierre Suard c/o Alcatel Alsthom 54 Rue de Boetie 75008 Paris, France	French	Chairman of Alcatel Alsthom
Director	Rene Thomas c/o Banexi 16 Blvd. des Italiens 75009 Paris, France	French	Chairman and CEO of Banexi
Director	Marc Vienot c/o Societe Generale 29 Boulevard Haussman 75009 Paris, France	French	Chairman of Societe Generale

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Position with Compagnie Generale Des Eaux -----	Name and Business Address -----	Citizenship -----	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer -----
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II. Executive Officers
(other than those who are
also Directors)

Jacques-Henri David c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France	French	Directeur General
Jean-Dominique Deschamps c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France	French	Directeur General Adjoint
Bernard Forterre c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France	French	Directeur General Adjoint
Jean-Pierre Quinio c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France	French	Directeur General Adjoint
Michel Sage c/o Compagnie Generale des Eaux 52 Rue d' Anjou 75384, Paris, France	French	Directeur General Adjoint
Jean-Marc Oury c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France	French	Directeur de la Compagnie
Henri Proglgio c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France	French	Directeur de la Compagnie

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Position with Compagnie Generale Des Eaux -----	Name and Business Address -----	Citizenship -----	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer -----
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Pierre Schulhof c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France	French	Directeur de la Compagnie
Jean-Pierre Tardieu c/o Compagnie Generale	French	Directeur de la Compagnie

des Eaux
52 Rue d'Anjou
75384 Paris, France

Antoine Zacharias
c/o Compagnie Generale
des Eaux
52 Rue d'Anjou
75384 Paris, France

Andre Morange
c/o Compagnie Generale
des Eaux
52 Rue d'Anjou
75384 Paris, France

Alain Bravo
c/o Compagnie Generale
des Eaux
52 Rue d'Anjou
75384 Paris, France

Michel Villaneau
c/o Compagnie Generale
des Eaux
52 Rue d'Anjou
75384 Paris, France

Jean-Marc Espalioux
c/o Compagnie Generale
des Eaux
52 Rue d'Anjou
75384 Paris, France

Christian Castaignet
c/o Compagnie Generale
des Eaux
52 Rue d'Anjou
75384 Paris, France

French

Directeur de la Compagnie

French

Directeur de la Compagnie

French

Directeur de la Compagnie

French

Directeur de la Compagnie

French

Directeur Financier de la Compagnie

French

Directeur du Personnel

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Position with Compagnie Generale Des Eaux	Name and Business Address	Citizenship	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer
	Etienne Mallet c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France	French	Directeur de la Communication et des Relations Exterieures
	Bernard Portnoi c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France	French	Directeur Juridique et Directeur des Services Administratifs de la Compagnie

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Directors and Executive Officers of
Anjou International Company

Position with Anjou International Company	Name and Business Address	Citizenship	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer
I. Directors			
Chairman of the Board	Guy Dejouany c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France	French	Chairman of the Board and Chief Executive Officer of Compagnie Generale des Eaux
Director	Jean-Dominique Deschamps	French	Directeur General Adjoint of

	c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France		Compagnie Generale des Eaux
Director	Bernard Forterre c/o Compagnie Generale des Eaux 52 Rue d'Anjou 75384 Paris, France	French	Directeur General Adjoint of Compagnie Generale des Eaux

Director	Claudio Elia c/o Anjou International Company 1105 North Market Street Suite 1300 P.O. Box 8985 Wilmington, Delaware 19899	French	President and CEO of Anjou International Company
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II. Executive Officers

(other than those
who are also directors)

	John T. Kelly c/o Anjou International Company 1105 North Market Street Suite 1300 P.O. Box 8985 Wilmington, Delaware 19899	USA	Vice President - Finance and Administration
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Position with Anjou International Company -----	Name and Business Address -----	Citizenship -----	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer -----
	Christian G. Farman c/o Anjou International Company 1105 North Market Street Suite 1300 P.O. Box 8985 Wilmington, Delaware 19899	USA	Vice President and Controller