OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed purs	uant to	Section	n 16(a)	of the	Securiti	les Excha	ange	Act	of	1934,
Section	17(a)	of the 1	Public	Utility	Holding	Company	Act	of 1	935	or
	Section	n 30(f)	of the	e Investr	ment Comp	anv Act	of 1	940		

	Section 30(f) of the investment Company Act of 1940
[_]	Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction $1(b)$.
1.	Name and Address of Reporting Person*
	Vivendi North America Company ("VNAC")
	(Last) (Middle)
	60 East 42nd Street, 36th Floor
	(Street)
	New York, NY 10165
	(City) (State) (Zip)
2.	Issuer Name and Ticker or Trading Symbol
	Philidelphia Suburban Corp. (PSC)
3.	IRS Identification Number of Reporting Person, if an Entity (Voluntary)
4.	Statement for Month/Year
	May 2002
5.	If Amendment, Date of Original (Month/Year)
6.	Relationship of Reporting Person to Issuer (Check all applicable)
	[_] Director [X] 10% Owner [_] Officer (give title below) [_] Other (specify below)
7.	Individual or Joint/Group Filing (Check applicable line)
	<pre>[_] Form filed by one Reporting Person [X] Form filed by more than one Reporting Person</pre>
	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		3.	Disposed of (D)			Securities	Form:	7.	
		Transaction	(Instr. 3, 4 a	and 5)		Beneficially	Direct	Nature of	
	2.	Code				Owned at End	(D) or	Indirect	
1.	Transaction	(Instr. 8)		(A)		of Month	Indirect	Beneficial	
Title of Security	Date		Amount	or	Price	(Instr. 3	(I)	Ownership	
(Instr. 3)	(Month/Day/Yea	r) Code V		(D)		and 4)	(Instr.4)	(Instr. 4)	
Common Stock, par value									
\$0.50 per share("PSC Shares")	5/10/02	S	73,300	D	\$24.055	4	D		
	5/13/02	S	100,000	D	\$22.600	7	D		
	5/14/02	S	50,000	D	\$22.032	2	D		
	5/15/02	S	72,900	D	\$22.000	3	D		
	5/17/02	S	2,360	D	\$22.000	0	D		
	5/20/02	S	50,000	D	\$22.251	6	D		
	5/21/02	S	4,100	D	\$22.115	6	D		
	5/23/02	S	50,000	D	\$22.000	0	D		
	5/24/02	S	11,600	D	\$22.000	0 761,655	D		

FORM 4 (continued)

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. Trans- action Date (Month/ Day/ Year)	or Disof(D) (Inst: 4 and (A)	ative ities red (A) sposed r. 3, 5)	Expirati (Month/I Date Exer- cisable	ion Date Day/Year) Expira- tion Date	7. Title and of Under Securitie (Instr.:	lying es 3 and 4) Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	(D) or In- direct (I)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)

Explanation of Responses: See attached Exhibit to Form 4, which is hereby incorporated herein by reference.

Exhibit to Form 4

Name and Address of Additional Reporting Persons:

 $\label{thm:condition} \mbox{ Vivendi Universal") with the following address:} \\$

42, avenue de Friedland 75380 Paris, Cedex 08 France

Vivendi Environnement ("Environnement") with the following address:

36-38 avenue Kleber 75116 Paris France

 ${\tt Explanation \ of \ Responses:}$

During the month of May 2002, Vivendi Universal did not effect any transactions subject to Section 16 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"). As of May 31, 2002, Vivendi Universal had indirect beneficial ownership of the 11,095,876 PSC Shares then directly owned by its

indirect subsidiaries VNAC and Vivendi Water S.A.

During the month of May 2002, Environnement did not effect any transactions subject to Section 16 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"). As of May 31, 2002, Environnement had indirect beneficial ownership of the 11,095,876 PSC Shares then directly owned by its wholly owned subsidiaries VNAC and Vivendi Water S.A.

Signature Page

VIVENDI UNIVERSAL S.A.

By: /s/ Stephen P. Stanczak

VIVENDI NORTH AMERICA COMPANY

By: /s/ Stephen P. Stanczak

Name: Stephen P. Stanczak Attorney-in-Fact*

VIVENDI ENVIRONNEMENT

By: /s/ Jerome Contamine

Name: Jerome Contamine Chief Financial Officer

* See the Special Powers of Attorney filed as exhibits to Amendment No. 20 to Schedule 13D filed by Vivendi Universal, VNAC, Vivendi Water S.A. and Compagnie Generale des Eaux with the U.S. Securities and Exchange Commission on August 1, 2000, which are incorporated herein by reference.