

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. 19) /1/

PHILADELPHIA SUBURBAN CORPORATION

-----  
(Name of Issuer)

Common Stock, par value \$0.50 per share

-----  
(Title of Class of Securities)

718009-6-08

-----  
(CUSIP Number)

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(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

March 29, 2000

-----  
(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 Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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/1/ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Vivendi S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

7 SOLE VOTING POWER

NUMBER OF SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED 7,366,488

BY EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

10 SHARED DISPOSITIVE POWER

7,366,488

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,366,488

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 18.0% (based upon 40,997,701 shares outstanding as of March 1, 2000 according to Philadelphia Suburban Corporation's Annual Report on Form 10-K for the Year Ended December 31, 1999)

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Vivendi North America Company (formerly Anjou International Company)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS

OO  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[ ]  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

7 SOLE VOTING POWER

None  
-----

NUMBER OF SHARES

8 SHARED VOTING POWER

BENEFICIALLY OWNED

752,586  
-----

BY EACH

9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

None  
-----

10 SHARED DISPOSITIVE POWER

752,586  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

752,586  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

[ ]  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 1.8% (based upon 40,997,701 shares outstanding as of March 1,  
2000 according to Philadelphia Suburban Corporation's Annual Report on Form  
10-K for the Year Ended December 31, 1999)  
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14 TYPE OF REPORTING PERSON\*

CO  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Vivendi Water S.A.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS

WC  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

7 SOLE VOTING POWER

None

NUMBER OF SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED 6,613,902

BY EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH None

10 SHARED DISPOSITIVE POWER

6,613,902

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,613,902

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 16.1% (based upon 40,997,701 shares outstanding as of March 1, 2000 according to Philadelphia Suburban Corporation's Annual Report on Form 10-K for the Year Ended December 31, 1999)

14 TYPE OF REPORTING PERSON\*

CO

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1 NAME OF REPORTING PERSON  
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Compagnie Generale Des Eaux

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

7 SOLE VOTING POWER

	None
NUMBER OF SHARES	8 SHARED VOTING POWER
BENEFICIALLY OWNED	342,000
BY EACH	9 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	None
	10 SHARED DISPOSITIVE POWER
	342,000
-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	342,000
-----	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
	[ ]
-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	Approximately 0.8% (based upon 40,997,701 shares outstanding as of March 1, 2000 according to Philadelphia Suburban Corporation's Annual Report on Form 10-K for the Year Ended December 31, 1999)
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14	TYPE OF REPORTING PERSON*
	PN (limited partnership)
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 19, which amends the Statement on Schedule 13D, dated September 7, 1983, as amended and restated in its entirety by Amendment No. 17, of Vivendi S.A. (formerly Compagnie Generale des Eaux), and its subsidiary Vivendi North America Company (formerly Anjou International Company), and as amended by Amendment No. 18, is filed to add Vivendi's indirect subsidiary, Vivendi Water S.A., as a filing person and 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 Avenue, 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 Vivendi S.A., a French corporation ("Vivendi"), its wholly owned subsidiary Vivendi North America Company ("VNAC," formerly Anjou International Company), its indirect wholly owned subsidiary Vivendi Water S.A. ("Water") and Water's wholly owned subsidiary Compagnie Generale Des Eaux ("CGE" and, together with Vivendi, VNAC and Water, the "Filing Persons"). Water is a wholly owned subsidiary of Vivendi Environment S.A., a French corporation ("Environment"), a wholly owned subsidiary of Vivendi.

(b) The business address of Vivendi and Environment is 42 Avenue de Friedland, 75380 Paris, Cedex 08, France. The business address of VNAC is c/o Vivendi North America Management Services, Inc., 800 Third Avenue, New York, New York 10022. The business address of Water and CGE is 52 Rue d'Anjou 75008, Paris, France.

(c) Vivendi and its subsidiaries are involved in two major sectors:

utilities (water, transport, waste management and energy) and communications (telecommunications, publishing, multimedia and audiovisual).

VNAC is a holding company for certain of Vivendi's interests in the United States.

Water is a wholly owned subsidiary of Environment and an indirect wholly owned subsidiary of Vivendi, dedicated to and engaged in water and wastewater management and activities.

Environment, a wholly owned subsidiary of Vivendi, provides environmental services worldwide, including water and wastewater treatment, waste management, energy services and facilities management, and transportation systems management.

CGE is a wholly owned subsidiary of Water dedicated to and engaged in water and wastewater management and activities.

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 Vivendi and VNAC and the executive officers and members of the supervisory board of Water and CGE are set forth in Schedule 1 hereto and incorporated herein by reference.

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

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

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

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

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

(e) During the last five years, neither Vivendi nor, to the best of Vivendi's knowledge, any of the directors or executive officers of Vivendi 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 VNAC nor, to the best of VNAC's knowledge, any of the directors or executive officers of VNAC 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 Environment nor, to the best of Environment's knowledge, any of the supervisory board members or executive officers of Environment 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 Water nor, to the best of Water's knowledge, any of the supervisory board members or executive officers of Water 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 CGE nor, to the best of CGE's knowledge, any of the supervisory board members 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.

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(f) The citizenship of the executive officers and the directors or supervisory board members, as applicable, of Vivendi, VNAC, Water and CGE is set forth in Schedule 1 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 purchases of Shares reported by this Amendment No. 19 was working capital of Water. The total amount of such funds was approximately \$7,868,006, exclusive of brokerage commissions. Vivendi transferred the 5,823,502 Shares previously owned directly by it to Water as a contribution to capital.

Item 4. Purpose of Transaction.

The Shares owned by the Filing Persons were acquired, and are being held, as an investment. Except as described in clause (c) below, none of the Filing Persons has any present plans or proposals which may be related 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. However, Vivendi intends to request that the Issuer nominate an executive of Vivendi or one of its affiliates to fill the board seat traditionally held by an executive of Vivendi (or one of its affiliates) which was held by Claudio Elia until his death;

(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.

Vivendi presently intends to review its investment position in the Issuer periodically and, depending on such review, market conditions and share prices, the Issuer's business, prospects and future developments and applicable legal requirements, Vivendi may seek to acquire (either directly or through a subsidiary, including VNAC, Water and CGE) additional Shares from time to time in the open market or in negotiated transactions or both as would result in Vivendi and its subsidiaries holding up to 19.99% of the outstanding Shares or may sell its Shares. Vivendi has advised the Issuer that any additional purchases of Shares will be solely for investment purposes.

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Item 5. Interest in Securities of the Issuer.

(a) As of April 12, 2000, Vivendi was the beneficial owner of 7,366,488 Shares constituting approximately 18.0% of the outstanding Shares (based upon 40,997,701 Shares outstanding as of March 1, 2000 according to the Issuer's Annual Report on Form 10-K for the year ended December 31, 1999). To the best knowledge of Vivendi, no director or executive officer owns or has any right to acquire, directly or indirectly, any Shares.

As of April 12, 2000, VNAC was the beneficial owner of 752,586 Shares, constituting approximately 1.8% of the outstanding Shares based upon 40,997,701 Shares outstanding). Except as set forth on Schedule 1 hereto, and incorporated herein by reference, to the best knowledge of VNAC, no director or executive officer owns or has any right to acquire, directly or indirectly, any Shares.

As of April 12, 2000, Environment was the beneficial owner of the 6,613,902 Shares beneficially owned by Water, constituting approximately 16.1% of the outstanding Shares (based upon 40,997,701 Shares outstanding).

As of April 12, 2000, Water was the beneficial owner of 6,613,902 Shares, consisting of 6,271,902 Shares owned directly and 342,000 Shares owned by its subsidiary CGE, constituting approximately 16.1% of the outstanding Shares (based upon 40,997,701 Shares outstanding).

As of April 12, 2000, CGE was the beneficial owner of 342,000 Shares, constituting approximately 0.8% of the outstanding Shares (based upon 40,997,701 Shares outstanding).

(b) Vivendi has the shared power to vote or direct the disposition of 7,366,488 Shares. VNAC, Environment, Water and CGE have the shared power to vote or direct the disposition of 752,586 Shares, 6,613,902 Shares, 6,613,902 Shares and 342,000 Shares, respectively.

(c) Neither Vivendi nor, to the best of Vivendi's knowledge, any executive officer or director of Vivendi: (a) owns, or has any right to acquire, directly or indirectly, any Shares or (b) has, in the past sixty (60) days, effected any transactions in the Shares.

Except as set forth on Schedule 1 hereto and incorporated herein by reference, neither VNAC nor, to the best of VNAC's knowledge, any executive officer or director of VNAC: (a) owns, or has any right to acquire, directly or indirectly, any Shares or (b) has, in the past sixty (60) days, effected any transactions in the Shares.

Neither Water nor, to the best of Water's knowledge, any executive officer or director of Water: (a) owns, or has any right to acquire, directly or indirectly, any Shares or (b) has, in the past sixty (60) days, effected any transactions in the Shares.

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 sixty (60) days, effected any transactions in the Shares.

Except for the purchases set forth on Schedule 2 hereto and incorporated herein by reference, neither Water nor, to the best of Water's knowledge, any executive officer or supervisory board member of Water (a) owns, or has any right to acquire, directly or indirectly, any Shares or (b) has, in



the past sixty (60) days, effected any transactions in the Shares.

(d) Not applicable.

(e) Not applicable.

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

None of the Filing Persons nor, to the best of the Filing Persons' knowledge, any 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, including 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, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

1. Joint Filing Agreement.

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Schedule 1

Directors and Executive Officers of Vivendi

Position with Vivendi	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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I. Directors			
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Chairman of the Board and Chief Executive Officer	Jean-Marie Messier c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	Chairman of the Board and Chief Executive Officer of Vivendi, Cegetel and Vivendi Environment
Vice Chairman 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 de Saint-Gobain
Director	Bernard Arnault LVMH 30, avenue Hoche 75008 Paris France	French	Chairman and Chief Executive Officer of Louis Vuitton Moet Hennessy, Christian Dior, Groupe Arnault S.A. and Compagnie Financiere du Nord
Director	Jean-Marc Espalloux Accor 2, rue de la Mare Neuve 91021 Evry Cedex France	French	Chairman and CEO of Accor; Director of Fiat France and Europcar International.
Director	Philippe Foriel-Destezet Nescofin 43 Rutlandgate S.W. 71 ED London England	French	Chairman and Chief Executive Officer of Adecco, Alcila, Ecco, Idem France and Nescofin UK Limited
Director	Jacques Friedmann AXA 9, Place Vendome 75001 Paris France	French	Chairman of the Supervisory Board of AXA
Director	Esther Koplowitz F.C.C.-Madrid-Spain Plaza Pablo Ruiz Picasso 28020 Madrid Spain	Spanish	Vice Chairman of the Board of Directors of FCC
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Position with Vivendi	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	Henri Lachmann Schneider S.A. 64/70 avenue Jean-Baptiste Clement 92646 Boulogne Billancourt France	French	Chairman and CEO of Schneider S.A. and Schneider Electric S.A.
Director	Eric Licoys Havas 31, rue du Colisee 75008 Paris, France	French	Chairman and CEO of Havas and General Manager of Vivendi.
Director	Thomas Middelhoff Bertelsmann AG Carl-Bertelsmann-Strabe 270 D-33311 Gutersloh Germany	German	Chairman and CEO of Bertelsmann
Director	Simon Murray Simon Murray and Associates (U.K.) Ltd. Princes House 38 Jermyn Street England	British	Chairman, Simon Murray & Company
Director	Serge Tchuruk Alcatel 64, rue de la Boetie 75008 Paris, France	French	Chairman and Chief Executive Officer of Alcatel and Chairman of Alcatel USA Corp.
Director	Rene Thomas c/o Banexi 16 Blvd. des Italiens 75009 Paris, France	French	Honorary Chairman and Director of Banque Nationale de Paris and Vice Chairman of the Supervisory Board of Banque pour l'Expansion Industrielle - BANEXI
Director	Marc Vienot Paris Europlace 39, rue Cambon 75039 Paris, Cedex 1er France	French	Chairman of Paris-Europlace

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Position with Vivendi	Name and Business Address Except as otherwise indicated, the Business Address of each person is c/o Vivendi	Citizenship	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer
II. Executive Officers (other than those who are also Directors)	42 Avenue de Friedland 75384, Paris, Cedex 08, France		
Senior Executive Vice President, Vivendi Environment	Henri Proglgio	French	Chairman of the Board and Chief Executive Officer of CGEA, President and Chief Executive Officer of Vivendi Environment, Vivendi Water and Campagne Generale des Eaux
Senior Executive Vice President, Vivendi Communications	Philippe Germond	French	
Executive Vice President, Human Resources	Jean-Francois Colin	French	
Chief Financial Officer	Guillaume Hannezo	French	
Company Secretary	Jean-Francois Dubos	French	
Corporate Communication	Christine Delavennat	French	
International Affairs	Thierry de Beauce	French	
Strategy and Business Development	Agnes Audier	French	
Ethical Standards	Sylvie d'Arvisenet	French	

Position with Vivendi North America Company	Name and Business Address Except as otherwise indicated, the Business Address of each person is c/o Vivendi North America Management Services, Inc. 800 Third Avenue, New York, NY 10022	Citizenship	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer
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I. Directors

President and Director	Michel Avenas/2/	French	
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II. Executive Officers  
(other than those who  
are also Directors)

Vice President and Chief Financial Officer	Christian G. Farman	USA	
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Vice President and General Counsel	Neil Lawrence Lane	USA	
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/2/ Michel Avenas is the beneficial owner of 2,543 Shares.

Members of the Supervisory Board and Executive Officers of  
Vivendi Water S.A.

Position with Vivendi Water, S.A.	Name and Business Address Except as otherwise indicated, the Business Address of each person is c/o Vivendi Water S.A. 52 Rue d'Anjou 75008 Paris, France	Citizenship	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer
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I. Members of the  
Supervisory Board

Chairman	Richard J. Heckmann c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	USA	
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Member, President and Chief Executive Officer	Henri Proglgio c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	Chairman of the Board and Chief Executive Officer of CGEA, President and Chief Executive Officer of Vivendi Environment, Vivendi Water and Compagnie Generale des Eaux
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Member	Pierre Henri Galan c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	
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II. Executive Officers  
(other than those who  
are also Members of  
the Supervisory Board)

Chief Financial Officer	Olivier Grunberg	French	Deputy General Manager of Compagnie Generale des Eaux
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Members of the Supervisory Board and Executive Officers of  
Compagnie Generale des Eaux

Position with Vivendi Water, S.A.	Name and Business Address Except as otherwise indicated, the Business Address of each person is	Citizenship	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different
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I. Members of the  
Supervisory Board

Member	Jean-Marie Messier c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	Chairman of the Board and Chief Executive Officer of Vivendi, Cegetel and Vivendi Environment
Member	Guillaume Hannezo c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	Chief Financial Officer, Vivendi
Member	Antoine Zacharias c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	Chief Executive Officer, SGE (Vivendi Construction and Property Subsidiary)
Member (represented by Mr. Serge Michel)	Edrif S.A. 5, rue Tronson du Coudray 75008 Paris, France	French S.A.	A public limited company whose business is the study, design and operation of projects in the fields of finance, industry, trade, housing or agriculture

II. Executive Officers  
(other than those who  
are also Members of  
the Supervisory Board)

President and Chief Executive Officer	Henri Proglio c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	Chairman of the Board and Chief Executive Officer of CGEA, President and Chief Executive Officer of Vivendi Environment, Vivendi Water and Compagnie Generale des Eaux
Chief Operating Officer	Oliver Barbaroux	French	
Deputy General Manager	Gerard Mohr	French	
Deputy General Manager	Olivier Grunberg	French	
General Secretary and Secretary of the Supervisory Board	Patrick Spilliaert	French	

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SCHEDULE 2

Date Acquired	No. of Shares	Price Per Share
3/2/00	4,400	18.4872
3/3/00	10,000	18.4706
3/6/00	5,000	18.4375
3/7/00	7,000	17.6482
3/8/00	13,500	17.2384
3/9/00	20,000	16.8016
3/10/00	18,000	16.9155
3/14/00	275,800	17.2431
3/20/00	5,000	18.8500
3/21/00	7,000	18.7813
3/22/00	6,500	17.9346
3/23/00	11,000	18.0284
3/24/00	6,500	18.4615
3/28/00	11,000	18.5284
3/29/00	20,000	18.2144
3/30/00	5,500	18.2193
3/31/00	9,000	18.9400
4/3/00	5,700	19.4890
4/4/00	7,000	19.7714

All of the Shares were acquired by Water in open market purchases on the New York Stock Exchange, except for the Shares acquired on March 14, 2000, which were acquired in a privately negotiated transaction.

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SIGNATURE

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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.

VIVENDI S.A.

By /s/ Guillaume Hannezo

-----  
Name: Guillaume Hannezo  
Title: Chief Financial Officer

VIVENDI NORTH AMERICA COMPANY

By /s/ Michel Avenas

-----  
Name: Michel Avenas  
Title: President

COMPAGNIE GENERALE DES EAUX

By /s/ Henri Proglgio

-----  
Name: Henri Proglgio  
Title: President and Chief Executive  
Officer

VIVENDI WATER S.A.

By /s/ Henri Proglgio

-----  
Name: Henri Proglgio  
Title: President and Chief Executive  
Officer

Dated: April 12, 2000

CUSIP No. 718009-6-08

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EXHIBIT 1

JOINT FILING AGREEMENT

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In accordance with Rule 13d-1(f) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Filing Persons (as such term is defined in the Schedule 13D referred to below) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock, par value \$.50 per share (the "Shares"), of Philadelphia Suburban Corporation, a Pennsylvania corporation, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of the 12th day of April, 2000.

VIVENDI S.A.

By /s/ Guillaume Hannezo

-----  
Name: Guillaume Hannezo  
Title: Chief Financial Officer

VIVENDI NORTH AMERICA COMPANY

By /s/ Michel Avenas

-----  
Name: Michel Avenas  
Title: President

COMPAGNIE GENERALE DES EAUX

By /s/ Henri Proglío

-----  
Name: Henri Proglío  
Title: President and Chief Executive  
Officer

VIVENDI WATER S.A.

By /s/ Henri Proglío

-----  
Name: Henri Proglío  
Title: President and  
Chief Executive Officer