

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

Current Report Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 3, 2000

Philadelphia Suburban Corporation

(Exact name of registrant specified in Charter)

Pennsylvania	001-06659	23-1702594
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

762 W. Lancaster Avenue, Bryn Mawr, Pennsylvania	19010
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(Address of principal executive offices)	Zip Code

Registrant's telephone, including area code: (610) 527-8000

Not Applicable

(Former name and former address, if changed since last report)

Item 4. Changes in Registrant's Certifying Accountant.

(a) Previous independent accountants

(i) On October 3, 2000, Philadelphia Suburban Corporation dismissed KPMG LLP as its independent accountant.

(ii) The audit reports of KPMG LLP on the consolidated balance sheets and statements of capitalization of Philadelphia Suburban Corporation and subsidiaries as of December 1999 and 1998, and the related consolidated statements of income and comprehensive income, and cash flow for each of the years in the three-year period ended December 31, 1999, the most recent fiscal years, did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles. A letter from KPMG LLP is attached as Exhibit 16.

(iii) The Registrant's Board of Directors approved the recommendation of its Audit Committee to change independent accountants.

(iv) In connection with its audits for the two most recent fiscal years and through October 3, 2000, there have been no disagreements with KPMG LLP on any matter of accounting principle or practice, financial statement disclosure, or auditing scope or procedure, which

disagreements if not resolved to the satisfaction of KPMG LLP would have caused them to make reference to them in their report on the financial statements for those years.

(v) During the two most recent fiscal years and through October 3, 2000, there have been no reportable events as defined in Regulation S-K Item 304 (a) (1) (v)).

(vi) The registrant has requested that KPMG LLP furnish a letter stating whether or not it agrees with the above statements. A copy of this letter dated October 10, 2000 is filed as Exhibit 16 to this Form 8-K.

(b) New independent accountants.

The Registrant engaged PricewaterhouseCoopers LLP as its new independent accountants as of October 3, 2000. During the two most recent fiscal years and through October 3, 2000, the Registrant has not consulted with PricewaterhouseCoopers LLP regarding

(i) the application of accounting principles to a specified transaction, either completed or proposed;

(ii) the type of audit opinion that might be rendered on the Registrant's financial statements, and in no case was a written report provided to the Registrant nor was oral advice provided that Philadelphia Suburban Corporation concluded was an important factor in reaching a decision as to an accounting, auditing or financial reporting issue; or

(iii) any matter that was either the subject of a disagreement, as that term is defined in Item 304(a) (1) (iv) of Regulation S-K and the related instructions to Item 304(a) (1) (iv) of Regulation S-K, or a reportable event, as that term is defined in Item 304(a) (1) (v) of Regulation S-K.

Item 7. Financial Statements and Exhibits

(c) Exhibits:

16 Letter from KPMG LLP dated October 10, 2000 regarding change in independent accountants

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILADELPHIA SUBURBAN CORPORATION

Dated: October 10, 2000

By: /s/ Roy H. Stahl

Name: Roy H. Stahl
Title: Executive Vice President and
General Counsel

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EXHIBIT 16

Securities and Exchange Commission
Washington, D.C. 20549

October 10, 2000

Ladies and Gentlemen:

We were previously principal accountants for Philadelphia Suburban Corporation and, under the date of January 31, 2000, we reported on the consolidated financial statements of Philadelphia Suburban Corporation and subsidiaries as of and for the years ended December 31, 1999 and 1998. On October 3, 2000, our appointment as principal accountants was terminated. We have read Philadelphia Suburban Corporation's statements included under Item 4 of its Form 8-K dated October 10, 2000, and we agree with such statements, except that we are not in a position to agree or disagree with Philadelphia Suburban Corporation's statements included in Items 4(a)(iii) and 4(b).

Very truly yours,

/s/ KPMG LLP