

RIGHT MANAGEMENT CONSULTANTS INC

Form 5

February 14, 2003

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|--|--|--|--|---|--|
| FORM 5 | | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | OMB APPROVAL | |
| Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported | | ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | | OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response.1.0 | |
| 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(h) of the Investment Company Act of 1940 | | 1. Name and Address of Reporting Person * _____ (Last) (First) (Middle) Mark, Howard H. | | 2. Issuer Name Right Management Consultants, Inc. and Ticker or Trading Symbol RHT | |
| 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | 4. Statement for Month/Year 12 / 02 | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner Officer (give title below) Other (specify below) Executive Vice President, e-Business | |
| 5. If Amendment, Date of Original (Month/Year) | | 7. Individual or Joint/Group Reporting (check applicable line) Form filed by One Reporting Person Form filed by More than One Reporting Person | | 1818 Market Street 33rd Floor (Street) Philadelphia, PA 19103 (City) (State) (Zip) | |

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. NA In Br O (I) |
|---------------------------------------|--------------------------------------|--|--------------------------------|--|------------|-------|--|--|-------------------|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock held via 401(k) Plan (4) | (4) | | (4) | (4) | (4) | (4) | 4,707 | I | 401(k) |
| | | | | | | | 340.5 | D | |

* If the form is filed by more than one reporting person, see Instruction 4(b)(v). (Over)

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| Form 5 (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. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) and Exercisable (DE) and Expiration Date (ED) (Instr. 3, 4 and 5) | | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) |
| | | | | | A | D | DE | ED | Title | Amount or Number of Shares | | |

Explanation of Responses:

(1) These stock options vest over a three year period. One-third becomes exercisable each year beginning with one year from the transaction date. (2) 7/25/03, 7/25/04, 7/25/05 (3) 10/23/03, 10/23/04, 10/23/05 (4) The value of the investment in the Company's stock fund held on behalf of Mr. Mark through the Company's 401(k) Plan at 12/31/02 is \$62,365.11. This Plan is exempt under Section 16 of the Securities Exchange Act of 1934.

/s/ Howard H. Mark

2/13/03

** Signature of Reporting Person

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.

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