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VIVENDI UNIVERSAL
Form SC 13G/A
February 14, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
Amendment No.1

Vivendi Environnement, S.A.

(Name of Issuer)

Ordinary shares, nominal value Euros13.50 per share, represented by
American Depositary Shares

(Title of Class of Securities)

928517101

(CUSIP Number)

December 31, 2002

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

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 ("Act") 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).

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CUSIP No. 928517101

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Vivendi Universal, S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF	5. SOLE VOTING POWER
SHARES	113,665,456 ordinary shares

BENEFICIALLY	6. SHARED VOTING POWER
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OWNED BY	0 ordinary shares
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EACH	7. SOLE DISPOSITIVE POWER
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REPORTING	113,665,456 ordinary shares[1]
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PERSON	8. SHARED DISPOSITIVE POWER
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WITH	0 ordinary shares
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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

113,665,456 ordinary shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.5%

12. TYPE OF REPORTING PERSON

CO

[1] Pursuant to an Amendment to the Acquisition and Subscription Agreement, dated June 24, 2002, among Vivendi Universal, S.A., Vivendi Environnement, S.A. and various investors, Vivendi Universal, S.A. has agreed, subject to certain exceptions, inter alia, not to effect any direct or indirect transfer of ordinary shares (or securities granting access to ordinary shares) of Vivendi Environnement, S.A., in particular

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by offer, sale, pledge, temporary transfer, exchange or hedging, for a period of 545 days.

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Item 1(a) Name of Issuer:
Vivendi Environnement, S.A.

Item 1(b) Address of Issuer's Principal Executive Offices:
36-38 avenue Kleber 75116 Paris, France

Item 2(a) Name of Person Filing:
Vivendi Universal, S.A.

Item 2(b) Address of Principal Business Office or, if None, Residence:
42, avenue de Friedland 75380 Paris Cedex 08, France

Item 2(c) Citizenship:
France

Item 2(d) Title of Class of Securities:
Ordinary shares, nominal value Euros13.50 per share,
represented by American Depositary Shares

Item 2(e) CUSIP Number:
928517101

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership.

(a) Amount beneficially owned: 113,665,456 ordinary shares
(b) Percent of class: 26.5%
(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
113,665,456 ordinary shares

(ii) Shared power to vote or to direct the vote:
0 ordinary shares

(iii) Sole power to dispose or to direct the disposition of:
113,665,456 ordinary shares[2]

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(iv) Shared power to dispose or to direct the disposition of:

0 ordinary shares

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

[2] See note 1.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

Not applicable

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.

Date: February 14, 2003

Signature:

Vivendi Universal, S.A.

By: /s/ George E. Bushnell III

Name: George E. Bushnell III

Title: Vice President