

ORTHODONTIC CENTERS OF AMERICA INC /DE/
Form 3
October 15, 2002

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

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1. Name and Address of Reporting Person*

Tryforos, Thomas N.

(Last) (First) (Middle)

323 Railroad Avenue

(Street)
Greenwich, CT 06830

(City) (State) (Zip)

2. Date of Event

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Requiring Statement

Month/Day/Year

10/11/2002

3. I.R.S. Identification

Number of Reporting

Person, if an entity

(voluntary)

4. Issuer ~~name~~ or Trading Symbol

ORTHODONTIC CENTERS OF AMERICA, INC.

OCA

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director

10% Owner

Officer (give title below)

Other (specify below)

Description

Member of Section 13(d) Group

6. If Amendment,

Date of Original

(Month/Day/Year)

7. Individual or Joint/Group

Filing (Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr.4)

3. Ownership Form:

Direct (D)

or

Indirect (I)

(Instr. 5)

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Common Stock, \$.01 par value

2,071,500

I

(1) By Idoya Partners

Common Stock, \$.01 par value

1,959,500

I

**(2) By Prescott Associates
Common Stock, \$.01 par value**

118,200

I
(3) By Prescott International Partners
Common Stock, \$.01 par value

250,000

I
(4) By Prescott Investors Profit Sharing Trust

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
 (Instr. 4)
 2. Date Exercisable(DE) and
 Expiration Date(ED)
 (Month/Day/Year)

DE / ED

3. Title and Amount of
 Underlying Securities
 (Instr. 4)

Title / Amount or Number of Shares

4. Conversion or
 Exercise
 Price of
 Derivative
 Security

5. Ownership
 Form of
 Derivative
 Security:
 Direct (D)
 or
 Indirect (I)

- (Instr.5) 6. Nature of
 Indirect
 Beneficial
 Ownership
 (Instr.5)

Explanation of Responses:

(1) These shares are owned directly by Idoya Partners ("IP"), a member of a Section 13(d) Reporting Group, and indirectly by the Reporting Person as a general partner of IP. The Reporting Person disclaims beneficial ownership of these shares in excess of his interest under 16a-1(a)(2)(ii)(B).

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(2) These shares are owned directly by Prescott Associates ("PA"), a member of a Section 13(d) Reporting Group, and indirectly by the Reporting Person as a general partner of PA. The Reporting Person disclaims beneficial ownership of these shares in excess of his interest under 16a-1(a)(2)(ii)(B).

(3) These shares are owned directly by Prescott International Partners ("PIP"), a member of a Section 13(d) Reporting Group, and indirectly by the Reporting Person as a general partner of PIP. The Reporting Person disclaims beneficial ownership of these shares in excess of his interest under 16a-1(a)(2)(ii)(B).

(4) These shares are owned directly by Prescott Investors Profit Sharing Trust ("PIPST"), a member of a Section 13(d) Reporting Group, and indirectly by the Reporting Person as a trustee of PIPST. The Reporting Person disclaims beneficial ownership of these shares in excess of his interest under 16a-8(b).

By:

/s/ Thomas N. Tryforos

10/15/2002

** Signature of Reporting Person

Date

SEC 2270 (07/02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

** 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 is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.