VI GROUP PLC Form 5 March 27, 2003

Form 5

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION** Washington, DC 20549

[] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instructions 1(b).

[] Form 3 Holdings Reported

ANNUAL STATEMENT OF CHANGES **BENEFICIAL OWNERSHIP**

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

Form 4 Transactions

Reported											
1. Name and A Fredericks, Ivy	-			nd Ticker or (AMEX: GV		ng Syml		6. Relationship of Reporting Person(s) to Issuer			
(Last) 30 Dusenberry	, , ,	lc N R P	I.R.S. dentification umber of eporting erson, if ar ntity voluntary)	4. Statement for Month/Year 12/31/2002				(Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street) Bronxville, NY 10708					5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I -	Non	-Derivativ	Derivative Securities Acquired, Disposed of, or Be Owned					
Title of Security estr. 3)	2. Transaction Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	Transaction Code		(A) or Disposed	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. Nature of Indirect Beneficial Ownership (Instr. 4)
one						` /					

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(Over) SEC 2270 (9-02)

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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)

2.	3.	3A.	4.	,	5.	,	6.	J	7.	,	8.	9.	10.	11.
Conversion	Transaction	Deemed	Transa	ıctic	ııNur	ıber	Date Exercis:	able	Title &	and	Price of	Number of	Ownership	Nature of
or	Date	Execution	Code	J	of	ļ	and Expiratio	n Date	Amou	ınt of	Derivative	Derivative	Form of	Indirect
Exercise	(Month/	Date, if	(Instr. §	8)	Deri	vative		/ear)	Unde	rlying	Security	Securities	Derivative	Beneficial
Price of	Day/	any	1	ŀ	Sec	urities	\$	J	Secur	rities	(Instr. 5)	Beneficially	Security:	Ownership
Derivative	Year)	(Month/	1	J	Aca	uired	1	,	(Instr.	. 3 and	(Owned at	Direct (D)	(Instr. 4)
Security	1 '	Day/	1	J	(A) r	or .	1	,	4)	ļ	1 '	End of	or Indirect	(
1	1 '	Year)	1	J	Disp	osed	4	J	1	ľ	1 '	Year	(I)	1 7
1	1 '	1 '	1	J	of(D	,) I	1	J	1	ľ	1 '	(Instr. 4)	(Instr. 4)	1
1	1 '	1 '	1	J	(Inst	ir. 3,	1	J	1	ļ	1 '	, '	1 '	1
1	1 '	1	1	J	4 ar	d 5)	1	J	1	ľ	1 '	1 '	1 '	(P
			Code	٧	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or				
	or Exercise Price of Derivative	Conversion or Date Exercise (Month/ Price of Day/ Derivative Year)	Conversion or Date Date Exercise Price of Derivative Security Transaction Deemed Execution Date, if any Year) (Month/ Day/	Conversion or Date Exercise Price of Derivative Security Transaction Date Execution Date, if any (Month/ Day/ Year) Transaction Date Execution Date, if any (Month/ Day/ Year)	Conversion or Date Date Exercise (Month/ Day/ Year) Code (Instr. 8) Transaction Date Execution Date, if any (Month/ Day/ Year)	Conversion or Date Date (Month/ Day/ Year) Code (Instr. 8) Deemed Execution Date, if any Year) Code (Instr. 8) Derive (Month/ Day/ Year) Code (Instr. 8) Derive (Instr. 8) Derive (A) of Derive (Instr. 8) Derive (Ins	Conversion or Date Execution Date Execution Price of Derivative Security Transaction Deemed Execution Code of (Instr. 8) Derivative Security Transaction Deemed Execution Code of (Instr. 8) Derivative Securities Acquired (A) or	Conversion or Date Date Exercise (Month/ Day/ Year) Code (Instr. 8) Transaction Date Exercise and Expiration Date Exercise and Expiration Date Exercise and Expiration Date Exercise and Expiration Date (Instr. 8) Defivative (Month/Day/Year) Year) Transaction Number of Date Exercise and Expiration Date	Conversion or Date Date Execution Date (Month/ Day/ Year) Code (Instr. 8) Transactio fNumber of Derivative (Month/Day/Year) Date Exercisable and Expiration Date (Instr. 8) Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Expiration	Conversion or Date Date Exercise Price of Derivative Security Transaction Date (Month/ Day/ Year) Transaction Date Exercisable and Expiration Date (Instr. 8) Transaction Date (Code (Instr. 8)) Transaction Mumber of Date Exercisable and Expiration Date (Instr. 8) Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Expiration Title	Conversion or Conversion or Conversion or Code Code Code Code Code Code Code Code	Conversion or Date Date (Month/ Day/ Year) Security Transaction Date Exercise Price of Derivative Security Transaction Date (Month/ Day/ Year) Transaction Date Exercisable and Expiration Date (Instr. 8) Transaction Number of Date Exercisable and Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Expiration Title Amount	Conversion or Date Date Exercise Price of Derivative Security Security Transaction Date (Month/ Day/ Year) Transaction Date Exercisable and Expiration Date (Instr. 8) Title and Amount of Underlying Securities (Instr. 3 and 4) Price of Derivative Securities (Instr. 3 and 4) Transaction Mumber of Date Exercisable and Expiration Date (Instr. 5) Price of Derivative Securities (Instr. 3 and 4) Owned at End of Year (Instr. 4) Code V (A) (D) Date Expiration Title Amount	Conversion or Conversion or Code Code Code Code Code Code Code Code

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

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						Number of Shares		
None								

Explanation of Responses:

**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)	/s/ Ivy Lindstrom Fredericks	03/20/2003	
	· ·	**Signature of Reporting Person	Date	

File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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