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).

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

Form 3 Holdings Reported

Form 4 Transac Reported	etions		Investme	ent Company Act of 1940							
1. Name and Ad Palframan, Step	dress of Reporting Then William	,	2. Issuer Name a VI Group, PLC	nd Ticker or Trading Symb (AMEX - GVI)	6. Relation						
(Last) (First) (Middle) Saillards, Underhill Lane, Ditchling, Hassocks			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year 12/31/2002	Owner Offic	(Check all applicable) (_ Director 10% wner Officer (give title below) Other pecify below)					
West Sussex, U	(Street)			5. If Amendment, Date Original (Month/Year)	(C _ X _ Form	ual or Joint/Group theck Applicable L n filed by One Rep n filed by More tha g Person	ine) porting Person				
(City)	(State)	(Zip)	Table I - Non	-Derivative Securities	Acquired, Dis Owned	sposed of, or B	eneficially				
Title of Security 2. Transaction Date Execution Date, if any			Transaction	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial				

(Instr. 3)	Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/	Transaction Code		' '			,	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
	,	Year)	Code	V	Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	,	,
None										

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

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(Over) SEC 2270 (9-02)

OMB APPROVAL

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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.	2.	3.	3A.	4.	ļ	5.	,	6.	ļ	7.		8.	9.	10.	11.
Title of	Conversion	Transaction	Deemed	Transa	actic	ı l Num	ıber	Date Exercisa	able	Title a	and	Price of	Number of	Ownership	Nature of
Derivative	or	Date	Execution	Code	ļ	of	ļ	and Expiratio	n Date	Amou	ınt of	Derivative	Derivative	Form of	Indirect
Security	Exercise	(Month/	Date, if	(Instr. 8	8)	Deri	vative	(Month/Day/Y	∕ear)	Unde	rlying	Security	Securities	Derivative	Beneficial
(Instr.3)	Price of	Day/	any	1		Seci	urities	\$		Secu	rities	(Instr. 5)	Beneficially	Security:	Ownership
1	Derivative	Year)	(Month/	1	ļ	Acq	uired		ļ	(Instr	. 3 and		Owned at	Direct (D)	(Instr. 4)
1 '	Security	1 '	Day/	1	ļ	(A) c	or .		ļ	4)			End of	or Indirect	
1 '	1 '	1 '	Year)	1	ļ	Disp	osed		ļ				Year	(I)	
1 '	1 '	1 '	1 '	1	ļ	of(D))		ļ				(Instr. 4)	(Instr. 4)	ŀ
1 '	1 '	1 '	1 '	1	ļ	(Inst	ir. 3,		I						
<i>l</i> '	1	1	1	1	- 1	4 an	ıd 5)		ļ						
<u> </u>	1 '	1 '	1	Code	V	(A)	(D)	Date	Expiration	Title	Amount				
<i>i</i> '	1 '	1 '	1	1		('')	(-,	Exercisable	Date		or				
<i>l</i> '	1 '	1	1 '	1)	1 1	ı ,	1 1	i I		l					

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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/ Stephen William Palframan	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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