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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN 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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*
Vivendi North America Company ("VNAC")
(Last) (First) (Middle)
60 East 42nd Street, 36th Floor
(Street)
New York, NY 10165
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Philidelphia Suburban Corp. (PSC)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year
May 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)
[] Director [X] 10% Owner
[] Officer (give title below) [] Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)
[] Form filed by one Reporting Person
[X] Form filed by more than one Reporting Person

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

indirect subsidiaries VNAC and Vivendi Water S.A.

During the month of May 2002, Environnement did not effect any transactions subject to Section 16 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"). As of May 31, 2002, Environnement had indirect beneficial ownership of the 11,095,876 PSC Shares then directly owned by its wholly owned subsidiaries VNAC and Vivendi Water S.A.

Signature Page

VIVENDI UNIVERSAL S.A.

By: /s/ Stephen P. Stanczak

Name: Stephen P. Stanczak
Attorney-in-Fact*

VIVENDI NORTH AMERICA COMPANY

By: /s/ Stephen P. Stanczak

Name: Stephen P. Stanczak
Attorney-in-Fact*

VIVENDI ENVIRONNEMENT

By: /s/ Jerome Contamine

Name: Jerome Contamine
Chief Financial Officer

* See the Special Powers of Attorney filed as exhibits to Amendment No. 20 to Schedule 13D filed by Vivendi Universal, VNAC, Vivendi Water S.A. and Compagnie Generale des Eaux with the U.S. Securities and Exchange Commission on August 1, 2000, which are incorporated herein by reference.