

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

REGISTRATION STATEMENT
ON FORM S-3
Under
THE SECURITIES ACT OF 1933

PHILADELPHIA SUBURBAN CORPORATION
(Exact name of registrant as specified in its charter)

Pennsylvania 23-1702594
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

762 W. Lancaster Avenue
Bryn Mawr, PA 19010-3489
(610) 527-8000
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

ROY H. STAHL
Philadelphia Suburban Corporation
Executive Vice President and General Counsel
762 W. Lancaster Avenue
Bryn Mawr, PA 19010-3489
(610) 527-8000
(Name, address, including zip code, and telephone number, including
area code, of agent for service)

Copies to:

Stephen A. Jannetta Morgan, Lewis & Bockius LLP 1701 Market Street Philadelphia, PA 19103-2921 (215) 963-5000	David P. Falck Winthrop, Stimson, Putnam, & Roberts One Battery Plaza New York, NY 10004 (212) 858-1000
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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective. If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.
If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the "Securities Act"), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.
If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-42982
If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.
If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

Title of Shares To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.50 par value	172,500	\$ 23.50	\$ 4,053,750.00	\$ 1,070.19

- (1) Includes 22,500 shares which the Underwriters will have the option to purchase to cover overallotments, if any.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

Incorporation By Reference of Registration Statement on Form S-3, File No. 333-42982.

Philadelphia Suburban Corporation (the "Registrant") hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3, as amended (File No. 333-42982), declared effective on September 6, 2000, by the Securities and Exchange Commission (the "Commission"), including each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

All exhibits filed with or incorporated by reference in Registration Statement No. 333-42982 are incorporated by reference into, and shall be deemed a part of this Registration Statement, except the following which are filed herewith or specifically incorporated by reference herein from Registration Statement No. 333-42982. Where so indicated by footnote, exhibits which were previously filed are incorporated by reference.

Exhibit Number -----	Description -----
5.1	Opinion of Morgan, Lewis & Bockius LLP
23.1	Consent of KPMG LLP
23.2	Consent of Morgan, Lewis & Bockius LLP (included in its opinion filed as Exhibit 5.1 hereto).
24.1	Power of Attorney (Exhibit 24.1) (1)

- (1) Included on signature pages to Registration Statement on Form S-3 (File No. 333-42982) filed with the Commission on August 3, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bryn Mawr, Commonwealth of Pennsylvania, on this 11th day of September, 2000.

PHILADELPHIA SUBURBAN CORPORATION

By: /s/ Nicholas DeBenedictis

Nicholas DeBenedictis
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Nicholas DeBenedictis ----- Nicholas DeBenedictis	Director, Chairman and Chief Executive Officer (Principal Executive Officer)	September 11, 2000
/s/ David P. Smeltzer ----- David P. Smeltzer	Senior Vice President -- Finance (Principal Financial and Accounting Officer)	September 11, 2000
* ----- Mary C. Carroll	Director	September 11, 2000
* ----- G. Fred DiBona, Jr.	Director	September 11, 2000
* ----- Richard H. Glanton, Esq.	Director	September 11, 2000
* ----- Richard J. Heckmann	Director	September 11, 2000
* ----- Alan R. Hirsig	Director	September 11, 2000
* ----- John F. McCaughan	Director	September 11, 2000
* ----- John E. Menario	Director	September 11, 2000
* -----	Director	September 11, 2000

John E. Palmer, Jr.

*

Director

September 11, 2000

Andrew D. Seidel

Director

Richard L. Smoot

*

Director

September 11, 2000

Robert O. Viets

By: /s/ David P. Smeltzer

September 11, 2000

David P. Smeltzer
Attorney-in-Fact

September 11, 2000

Philadelphia Suburban Corporation
762 W. Lancaster Avenue
Bryn Mawr, Pennsylvania 19010

Re: Philadelphia Suburban Corporation - Registration Statement on Form S-3
Filed Pursuant to Rule 462(b), Filed in Connection with Registration
Statement on Form S-3 (Registration No. 333-42982)

Ladies and Gentlemen:

We have acted as counsel to Philadelphia Suburban Corporation, a Pennsylvania corporation (the "Company"), in connection with the preparation of a registration statement on Form S-3 (Registration No. 333-42982) (the "Initial Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), and a second registration statement on Form S-3 filed pursuant to Rule 462(b) under the Act (the "Rule 462(b) Registration Statement") relating to the issuance, in a public offering by the Company of up to 172,500 shares (the "Additional Shares") of the Company's common stock, par value \$.50 per share. We have examined such records, documents, statutes and decisions as we have deemed relevant in rendering this opinion.

Our opinion set forth below is limited to the Business Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania.

In our opinion, the Additional Shares, when issued and sold as described in the Rule 462(b) Registration Statement, will be legally issued, fully paid and non-assessable.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Rule 462(b) Registration Statement and to the reference to our firm under the heading "Legal Matters" contained in the Initial Registration Statement and incorporated by reference in the Rule 462(b) Registration Statement. In giving such opinion, we do not thereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP

The Board of Directors
Philadelphia Suburban Corporation

We consent to incorporation by reference in this Registration Statement on Form S-3 of Philadelphia Suburban Corporation of our report dated January 31, 2000, relating to the consolidated balance sheets and statements of capitalization of Philadelphia Suburban Corporation and subsidiaries as of December 31, 1999 and 1998 and the related consolidated statements of income and comprehensive income and cash flow for each of the years in the three-year period ended December 31, 1999, which report is included in the December 31, 1999 Annual Report on Form 10-K of Philadelphia Suburban Corporation which is incorporated by reference in this Registration Statement on Form S-3.

We also consent to the reference to our firm under the heading "Experts" appearing in the Registration Statement on Form S-3 (File No. 333-42982), which is incorporated by reference in this Registration Statement on Form S-3.

/s/ KPMG LLP

Philadelphia, Pennsylvania

September 11, 2000