

ORTHODONTIC CENTERS OF AMERICA INC /DE/

Form 4

October 29, 2002

SEC Form 4

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| <p style="text-align: center; font-weight: bold; font-size: 1.2em;">FORM 4</p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>             | <p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br/>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p> | <p style="text-align: center;">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287<br/>Expires: January 31, 2005<br/>Estimated average burden hours per response . . . . 0.5</p> |  |
| <p>1. Name and Address of Reporting Person*</p> <p><b>Smith, Thomas W</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>323 Railroad Avenue</b></p> <hr/> <p>(Street)</p> <p><b>Greenwich, CT 06830</b></p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>ORTHODONTIC CENTERS OF AMERICA, INC. OCA</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>   | <p>4. Statement for Month/Day/Year</p> <p><b>10/25/2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>  | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)</p> <p>Description <b>Member of Section 13(d) Group</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5) |     |        | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|-----|--------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount   | A/D | Price  |   |  |   |
| Common Stock, \$.01 par value   | 10/25/02                             |  | P                              |   | 25,000(1)  | A   | \$9.50 | 2,196,500 (1)   | D  |   |
| Common Stock, \$.01 par value   | 10/25/02                             |  | P                              |   | 23,500(2)  | A   | \$9.50 | 2,077,000(2)  | D  |   |
| Common Stock, \$.01 par value   | 10/25/02                             |  | P                              |   | 1,500(3)   | A   | \$9.50 | 125,700 (3)   | D  |   |

|                               |          |  |   |  |            |   |        |               |   |                           |
|-------------------------------|----------|--|---|--|------------|---|--------|---------------|---|---------------------------|
| Common Stock, \$.01 par value | 10/28/02 |  | P |  | 75,000(1)  | A | \$9.31 | 2,271,500 (1) | D |                           |
| Common Stock, \$.01 par value | 10/28/02 |  | P |  | 71,000 (2) | A | \$9.31 | 2,148,000 (2) | D |                           |
| Common Stock, \$.01 par value | 10/28/02 |  | P |  | 4,000 (3)  | A | \$9.31 | 129,700 (3)   | D |                           |
| Common Stock, \$.01 par value | 10/28/02 |  | P |  | 10,000     | A | \$9.52 | 210,270       | I | *By Smith Family Accounts |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr.8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (ED) (Month/Day/Year) |   | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr.5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4) | 10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4) | 11. Name of Beneficial Owner (Instr. 3) |
|--|--|--------------------------------------|--|-------------------------------|---|--|---|---|---|---|---|---|---|
|  |  |                                      |  | Code                          | V |  | A   | D |   |   |   |   |   |
|  |  |                                      |  |                               |   |  |   |   |   |   |   |   |   |

**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). The address for IP is 323 Railroad Avenue, Greenwich, CT 06830

(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). The address for PA is 323 Railroad Avenue, Greenwich, CT 06830

(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). The address for PIP is 323 Railroad Avenue, Greenwich, CT 06830

\* These shares are owned directly by certain members of the the Reporting Person's family. The Reporting Person disclaims beneficial ownership of these shares.

**By:**

/s/ Thomas W. Smith, Individually and as General Partner of Idoya Partners, Prescott Associates and Prescott International Partners

10/29/02

\*\* Signature of Reporting Person

Date

SEC 1474 (8-02)

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.