VIVENDI UNIVERSAL Form SC 13D/A January 08, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 2)\*

VIVENDI UNIVERSAL S.A.

(NAME OF ISSUER)

ORDINARY SHARES, NOMINAL VALUE 5.50 EUROS PER SHARE

(TITLE OF CLASS OF SECURITIES)

F9798210

(CUSIP NUMBER)

SARAH E. COGAN
SIMPSON THACHER & BARTLETT

425 LEXINGTON AVENUE, NEW YORK, NEW YORK 10017

(212) 455-3575

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

JANUARY 4, 2002 (DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of

the  $\operatorname{Act}$  but shall be subject to all other provisions of the  $\operatorname{Act}$  (however, see the  $\operatorname{Notes}$ ).

SCHEDULE 13D

CUSIP NO.	F9798	210			PAGE	2	OF	28
1	I.R.S. EDGAR the be Partne	IDENTIF M. BRONF nefit of r of Bro	ING PERSONS ICATION NO. OF A MAN, individual descendants of nfman Associates ndations.	ly, as trust the late Sa	ee unde amuel Br	r certain confman, a	n trusts as Managi	ng
2	CHECK	THE APPR	OPRIATE BOX IF A	A MEMBER OF	A GROUP	*	(a	) [
3	SEC US	E ONLY					d) 	) [ ]
4	SOURCE	S OF FUN	 DS*					
5		 BOX IF D 2(d) or	ISCLOSURE OF LEG	GAL PROCEEDI	INGS IS	REQUIRED	PURSUANT	TO [
6	CITIZE		PLACE OF ORGANI	IZATION				
NUMBER OI SHARES BENEFICIAL OWNED BY	LLY	7	SOLE VOTING POWE 529,368	ER				
EACH REPORTII PERSON WITH	-	8	SHARED VOTING PO	OWER				
WIIH		9	SOLE DISPOSITIVE	 E POWER				
			529 <b>,</b> 368					
		10	SHARED DISPOSIT	TIVE POWER				
			32,922,715					
11	AGGREG.	AIE AMOU	NT BENEFICIALLY 33,452,083	OWNED BY EA	ACH REPC	KIING PE	KSUN	
12	CHECK	BOX IF T	HE AGGREGATE AMO	OUNT IN ROW	(11) EX	CLUDES C	ERTAIN SH	 ARES
13	PERCEN	T OF CLA	SS REPRESENTED E			1)		

3.2% 14 TYPE OF REPORTING PERSON\* TN \_\_\_\_\_\_ SCHEDULE 13D CUSIP NO. F9798210 PAGE 3 OF 28 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) THE HON. CHARLES R. BRONFMAN, individually, as trustee under a certain trust for the benefit of descendants of the late Samuel Bronfman and as director or trustee of certain charitable foundations. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [ ] SEC USE ONLY \_\_\_\_\_\_ SOURCES OF FUNDS\* \_\_\_\_\_\_ CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)[ ] CITIZENSHIP OR PLACE OF ORGANIZATION CANADA \_\_\_\_\_\_ NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY 496,933 OWNED BY EACH -----8 SHARED VOTING POWER REPORTING PERSON 3,570,015 WITH \_\_\_\_\_\_ SOLE DISPOSITIVE POWER 496,933 \_\_\_\_\_ 10 SHARED DISPOSITIVE POWER 3,570,015 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,066,948 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13	PERCE	NT OF C	CLASS REPRESENTED	BY AMOUNT	IN ROW (1	11)		
			0.4	양				
14	TYPE (	OF REPO	RTING PERSON*.					
			IN					
			SCHE	DULE 13D				
CUSIP NO.	F979	3210			PAGE	4	OF	28
1	I.R.S PHYLL: descen	. IDENT IS LAME ndants	ORTING PERSONS TIFICATION NO. OF BERT, as trustee of the late Samu Coundations.	under a cer	tain trus	st for t	he benef	
2	CHECK	THE AP	PROPRIATE BOX IF	A MEMBER O	F A GROUE	*		(a) [ ]
								(b) [ ]
3	SEC U	SE ONLY	· '					
4	SOURC	ES OF F	'UNDS*					
5		BOX IF 2 (d) c	DISCLOSURE OF L	EGAL PROCEE	DINGS IS	REQUIRE	D PURSUA	TO [ ]
6	CITIZI	 ENSHIP	OR PLACE OF ORGA	 NIZATION				
		CAN	IADA					
		7	SOLE VOTING PO	 WER				
NUMBER O			0					
OWNED B		8	SHARED VOTING	 POWER				
EACH REPORTIN	G		2,247,976					
PERSON WITH		9	SOLE DISPOSITI					
			0					
		10	SHARED DISPOS	 ITIVE POWER				
			2,247,976					
11	AGGRE	GATE AM	OUNT BENEFICIALL	Y OWNED BY	EACH REPO	ORTING P	ERSON	
			2,247,976					

			GGREGATE AMOUN'				CERIAIN	011111	[ ]
13	PERCEN	T OF CLASS R	EPRESENTED BY	AMOUNT IN	ROW (	L1)			
			0.2%						
14	TYPE C	F REPORTING	PERSON*						
			IN						
			SCHEDULE	13D					
CUSIP NO.	F9798	210		 I	PAGE	5	OF		28
1	I.R.S. SAMUEI		ION NO. OF ABO', individually		•		*		
2	CHECK	THE APPROPRI	ATE BOX IF A M	EMBER OF A	A GROUI	·*		(a)	[ ]
								(b)	[
3	SEC US	E ONLY							
4	SOURCE	S OF FUNDS*							
4 5	CHECK		OSURE OF LEGAL	PROCEEDIN	  NGS IS	REQUIRE	D PURSU <i>i</i>		
	CHECK ITEMS	BOX IF DISCLO	OSURE OF LEGAL			REQUIRE	D PURSUA	ANT	
5	CHECK ITEMS	BOX IF DISCLO	CE OF ORGANIZA			REQUIRE	D PURSU	ANT	
5	CHECK ITEMS CITIZE	BOX IF DISCLO 2(d) or 2(e)  NSHIP OR PLACUNITED ST.	CE OF ORGANIZA		NGS IS	REQUIRE	D PURSUA	ANT	
5 6 NUMBER O	CHECK ITEMS CITIZE	BOX IF DISCLO 2(d) or 2(e)  NSHIP OR PLACUNITED ST.	CE OF ORGANIZA	TION			D PURSUA	ANT	
5 6 NUMBER O SHARES BENEFICIA OWNED B	CHECK ITEMS CITIZE	BOX IF DISCLO 2(d) or 2(e)  NSHIP OR PLAC  UNITED ST.	CE OF ORGANIZA' ATES VOTING POWER	TION			D PURSUA	ANT	
5  6  NUMBER O SHARES BENEFICIA OWNED B EACH REPORTIN	CHECK ITEMS CITIZE	BOX IF DISCLO 2(d) or 2(e)  NSHIP OR PLAC  UNITED ST.	CE OF ORGANIZA' ATES VOTING POWER 163,392	TION  TION					
5 6 NUMBER O SHARES BENEFICIA OWNED B EACH	CHECK ITEMS CITIZE	BOX IF DISCLE 2(d) or 2(e)  INSHIP OR PLAC  UNITED ST.  7 SOLE  8 SHAR	CE OF ORGANIZA' ATES  VOTING POWER  163,392  ED VOTING POWE	TION					
5  NUMBER O SHARES BENEFICIA OWNED B EACH REPORTIN PERSON	CHECK ITEMS CITIZE	BOX IF DISCLE 2(d) or 2(e)  INSHIP OR PLAC  UNITED ST.  7 SOLE  8 SHAR	CE OF ORGANIZA  ATES  VOTING POWER  163,392  ED VOTING POWE  192,000  DISPOSITIVE PO	TION TION R OWER					[ ] 
5  NUMBER O SHARES BENEFICIA OWNED B EACH REPORTIN PERSON	CHECK ITEMS CITIZE	BOX IF DISCLO 2(d) or 2(e)  CONSHIP OR PLAC  UNITED ST.  7 SOLE  8 SHAR	CE OF ORGANIZA  ATES  VOTING POWER  163,392  ED VOTING POWE  192,000  DISPOSITIVE PO	TION  TION  R  OWER					[ ] 
5  NUMBER O SHARES BENEFICIA OWNED B EACH REPORTIN PERSON	CHECK ITEMS CITIZE	BOX IF DISCLO 2(d) or 2(e)  CONSHIP OR PLAC  UNITED ST.  7 SOLE  8 SHAR	CE OF ORGANIZA  ATES  VOTING POWER  163,392  ED VOTING POWE  192,000  DISPOSITIVE PO  163,392	TION  TION  R  OWER					[ ] 
5  NUMBER O SHARES BENEFICIA OWNED B EACH REPORTIN PERSON	CHECK ITEMS CITIZE CITIZE	BOX IF DISCLO 2 (d) or 2 (e)  INSHIP OR PLAC  UNITED ST.  7 SOLE  8 SHAR:  9 SOLE	CE OF ORGANIZA  ATES  VOTING POWER  163,392  ED VOTING POWE  192,000  DISPOSITIVE PO  163,392  RED DISPOSITIVI	TION  R  OWER  E POWER					[ ] 

										[
13	PERCENT	OF	CLASS REPRE	ESENTED BY A	II TNUOMA	N ROW (1	L1)			
			LESS TH	HAN 0.1%						
14	TYPE OF	REPO	ORTING PERS	SON*						
				IN						
				SCHEDULE	13D					
CUSIP NO.	. F97982	210				PAGE	6	OF		
1	I.R.S. EDGAR E for the	IDENT BRONFN bene	MAN, JR., i efit of des	SONS  NO. OF ABOV  individually  scendants of  charitable	y, as tru f the lat	ustee ur te Samue	nder a c	certain		 t
2	CHECK T	THE AE	PPROPRIATE	BOX IF A ME	EMBER OF	A GROUE	*		 (a)	[
									(b)	[
3	SEC USE	E ONLY	ď							
3	SEC USE									
	SOURCES	OF E	FUNDS*	RE OF LEGAL	PROCEED:	INGS IS	REQUIRE	 :D PURSU	  ANT '	 TO [
4	SOURCES  CHECK E  ITEMS 2	OF E	FUNDS*  F DISCLOSUE  or 2(e)	RE OF LEGAL DF ORGANIZA		INGS IS	REQUIRE	 D PURSU		
4 5	SOURCES  CHECK E  ITEMS 2	G OF E	FUNDS*  F DISCLOSUE  or 2(e)	 DF ORGANIZAT		INGS IS	REQUIRE	D PURSU	ANT	
4 5	SOURCES  CHECK E  ITEMS 2  CITIZEN	G OF E	FUNDS*  F DISCLOSUF  OR 2(e)  OR PLACE (	 DF ORGANIZAT		INGS IS	REQUIRE	D PURSU	ANT	
4 5 6 NUMBER ( SHARES	SOURCES  CHECK E  ITEMS 2  CITIZEN	S OF E BOX IE 2 (d) c	FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOI	DF ORGANIZAT		INGS IS	REQUIRE	D PURSU	ANT	
4 5 6 NUMBER C SHARES BENEFICIA OWNED B	SOURCES  CHECK E  ITEMS 2  CITIZEN  OF	S OF E BOX IE C(d) C UNI TO	FUNDS*  F DISCLOSUF  OR 2(e)  OR PLACE (  ITED STATES  SOLE VOT	DF ORGANIZAT	rion	INGS IS	REQUIRE	D PURSU	ANT	
4 5 NUMBER C SHARES SENEFICIA OWNED E EACH REPORTIN	SOURCES  CHECK E ITEMS 2  CITIZEN  OF  ALLY  BY	S OF E BOX IE C(d) C UNI TO	FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOT	OF ORGANIZATES FING POWER 3,080,125	FION				ANT	
4 5 6 NUMBER C SHARES BENEFICIA OWNED B	SOURCES  CHECK E ITEMS 2  CITIZEN  OF  ALLY  BY	S OF E BOX IE C(d) C UNI TO	FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOT	OF ORGANIZATES FING POWER 3,080,125 VOTING POWER	rion		REQUIRE		ANT	
4  5  NUMBER ( SHARES BENEFICIA OWNED E EACH REPORTIN PERSON	SOURCES  CHECK E ITEMS 2  CITIZEN  OF  ALLY  BY	S OF E BOX IE 2(d) C ISHIP UNI 7	FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOT	DF ORGANIZATED FOR THE POWER BY	FION  FION					
4  5  NUMBER ( SHARES BENEFICIA OWNED E EACH REPORTIN PERSON	SOURCES  CHECK E ITEMS 2  CITIZEN  OF  ALLY  BY	S OF E BOX IE 2 (d) C ISHIP UNI 7	FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOT  SHARED V  SOLE DIS	DF ORGANIZATIONS SING POWER 3,080,125 VOTING POWER 31,733,219 SPOSITIVE PO	FION  FION  R  DWER					
4  5  NUMBER ( SHARES BENEFICIA OWNED E EACH REPORTIN PERSON	SOURCES  CHECK E ITEMS 2  CITIZEN  OF  ALLY  BY	S OF E BOX IE 2 (d) C ISHIP UNI 7	FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOT  SHARED V  SHARED	DF ORGANIZATION OF ORGANIZATION OF OWER 3,080,125 OF ORGANIZATION OF OWER 31,733,219 OF OWE	FION  FION  R  DWER					
4  5  NUMBER ( SHARES BENEFICIA OWNED E EACH REPORTIN PERSON	SOURCES  CHECK E ITEMS 2  CITIZEN  OF  ALLY  SY	S OF E  BOX IE  C(d) C  UNI  T  8	FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOT  SHARED V  SHARED V  31	DF ORGANIZATION OF ORGANIZATION OF OWER 3,080,125 OF ORGANIZATION OF OWER 31,733,219 OF ORGANIZATION OF OWER 31,733,219 OF ORGANIZATION OF OWER 31,733,219 OF ORGANIZATION OF OWER 31,080,125 OF OWER 31,08	TION  R  DWER  POWER					

	PERCENT	OF CLA	ASS REPRESENTE	ED BY AMO	UNT IN ROW (	(11)			
			3.4	18					
14	TYPE OF	REPOR'	TING PERSON*						
			1I 	1					
			SCF	HEDULE 13	D				
CUSIP NO.	. F97982	10			PAGE	7	OF		28
1	I.R.S. MATTHEW	IDENTII BRONFI	TING PERSONS FICATION NO. ( MAN, individua it of descenda	ally and	as trustee u	ınder a d	certain	trust	 :
2	CHECK T	HE APPI	ROPRIATE BOX 1	F A MEMB	ER OF A GROU	JP*		(a)	[ ]
								(b)	[ ]
3	SEC USE	ONLY							
4	SOURCES	OF FUI	 NDS*						
5 5	CHECK B	 OX TF I	 DISCLOSURE OF	TECAL DD				 ד ידוא או	
	ITEMS 2			LEGAL PR	OCEEDINGS IS	REQUIRE	ID FORSC	JAIN I	[ ]
6	ITEMS 2	(d) or					D FURSC		
6	ITEMS 2	(d) or  SHIP O	2(e)			REQUIRE			
	ITEMS 2	(d) or  SHIP OR  UNITE	2(e)  R PLACE OF ORC	GANIZATIO					
NUMBER C	ITEMS 2 CITIZEN CITIZEN	(d) or  SHIP OR  UNITE	2(e)  R PLACE OF ORC	JANIZATIO		REQUIRE			
NUMBER C	ITEMS 2 CITIZEN CITIZEN  DF	(d) or SHIP OH UNITH	2 (e)  R PLACE OF ORG  ED STATES  SOLE VOTING E	GANIZATIO		REQUIRE			
NUMBER C SHARES BENEFICIA	ITEMS 2 CITIZEN CITIZEN  DF ALLY	(d) or SHIP OH UNITH	2 (e)  R PLACE OF ORCE  ED STATES  SOLE VOTING F	G POWER		. REQUIRE			
NUMBER C SHARES BENEFICIA OWNED E EACH	ITEMS 2 CITIZEN CITIZEN  DF ALLY	(d) or SHIP OF UNITE 7	2 (e)  R PLACE OF ORCE  ED STATES  SOLE VOTING F  192  SHARED VOTING	GANIZATIO  POWER  POWER  POWER  POWER	N				[]
NUMBER C SHARES BENEFICIA OWNED E EACH REPORTIN PERSON	ITEMS 2 CITIZEN CITIZEN  DF ALLY	(d) or SHIP OF UNITE 7	2 (e)  R PLACE OF ORCE  ED STATES  SOLE VOTING F  192  SHARED VOTING  31,541,21	FANIZATIO  POWER  POWER  POWER  POWER  POWER	N				[]
NUMBER C SHARES BENEFICIA OWNED E EACH REPORTIN PERSON	ITEMS 2 CITIZEN CITIZEN  DF ALLY	(d) or SHIP OF UNITE 7 8	2 (e)  R PLACE OF ORCE  ED STATES  SOLE VOTING F  192  SHARED VOTING  31,541,21	FOWER  POWER  POWER  POWER  POWER	N				[ ] 
NUMBER C SHARES BENEFICIA OWNED E EACH REPORTIN PERSON	ITEMS 2 CITIZEN CITIZEN  DF ALLY	(d) or SHIP OF UNITE 7 8	2 (e)  R PLACE OF ORCE  ED STATES  SOLE VOTING F  SHARED VOTING  31,541,21  SOLE DISPOSIT	FOWER  POWER  POWER  POWER  POWER  POWER  POWER  POWER  POWER	N				[ ] 
NUMBER C SHARES BENEFICIA OWNED E EACH REPORTIN PERSON WITH	ITEMS 2 CITIZEN DF ALLY 3Y	(d) or SHIP OH UNITH 7 8	2 (e)  R PLACE OF ORCE  ED STATES  SOLE VOTING F  SHARED VOTING  31,541,21  SOLE DISPOSIT	GANIZATIO  COWER  POWER  POWER	N  R  OWER				[ ] 
NUMBER C SHARES BENEFICIA OWNED E EACH REPORTIN PERSON WITH	ITEMS 2 CITIZEN DF ALLY 3Y	(d) or SHIP OH UNITH 7 8	2 (e)  R PLACE OF ORCO  ED STATES  SOLE VOTING E  192  SHARED VOTING  31,541,21  SOLE DISPOSIT	GANIZATIO  COWER  COWER  COMER  COMER	N  R  OWER	ORTING E	PERSON		

13	PERCENT	r of c	CLASS REPR	ESENTED B	Y AMOUNT	IN ROW (	11)		
				3.1%					
14	TYPE OF	REPC	RTING PER	SON*					
				IN					
				SCHEDU	LE 13D				
CUSIP NO.	F97982	 210				PAGE	8 	OF	28
1	I.R.S. STEPHEN the ber	IDENT N R. E nefit		NO. OF Alindividual	lly, as t the late	rustee u	nder cer	LY) tain trust and as di:	
2	CHECK 1	 ГНЕ АР	PROPRIATE	BOX IF A	MEMBER (	DF A GROU	 P*	( (	a) [ }
								()	b) [ ]
3	SEC USE	E ONLY							
4	SOURCES	 5 OF F	'UNDS*						
5	CHECK E			RE OF LEGA	AL PROCEF	EDINGS IS	REQUIRE	D PURSUAN	T TO [ ]
6	CITIZEN	NSHIP	OR PLACE	OF ORGANI	ZATION				
		CAN	IADA						
		7	SOLE VO	TING POWE	 R				
NUMBER O			3,	942,661					
BENEFICIA OWNED B		8	SHARED	VOTING PO	WER				
EACH REPORTIN	G		9,	753 <b>,</b> 745					
PERSON WITH		9	SOLE DI	SPOSITIVE					
			3,	942,661					
		10	SHARED	DISPOSIT		₹			
			9	,753,745					
11	AGGREG <i>I</i>	ATE AM	MOUNT BENE	FICIALLY (	OWNED BY	EACH REP	ORTING P	ERSON	
			13	,696,406					
12	CHECK I	BOX IF	THE AGGR	EGATE AMO		DW (11) E		CERTAIN SI	 HARES* [ ]

13	PERCEN'	I OF CI	LASS REP	RESENTED E	BY AMOUNT	IN ROW (	 11)		
				1.3%					
14	TYPE O	 F REPOI	 RTING PE	 RSON*					
				IN					
				SCHEDU	JLE 13D				
CUSIP NO.	. F97982	210				PAGE	9	OF	2
1	I.R.S. ELLEN trust	IDENT: J. BRON	NFMAN HAU e benefit	N NO. OF A	ndividuall endants of	Ly, as tr f the lat	ustee un	LY) der a cert Bronfman	
2	CHECK '	 THE API	PROPRIATI	 E BOX IF <i>A</i>	A MEMBER (	OF A GROU	 P*	( <i>ē</i>	a) [
								(b	) [
3	SEC USI	E ONLY							
4	SOURCE	S OF FU	JNDS*						
5	CHECK I			URE OF LEC	GAL PROCE	EDINGS IS	REQUIRE	D PURSUANI	OT 7
6	CITIZE	NSHIP (	OR PLACE	OF ORGAN	ZATION				
		CANA	ADA						
NUMBER C		CAN <i>i</i> 7		OTING POWE	 IR				
NUMBER C			SOLE V	 OTING POWE	 IR				
SHARES BENEFICIA OWNED E	ALLY	7	SOLE V0						
SHARES BENEFICIA OWNED E EACH REPORTIN	ALLY BY	7	SOLE VO	9 <b>,</b> 700 	OWER				
SHARES BENEFICIA OWNED E EACH	ALLY BY	7	SOLE VO 709 SHARED 6,418	9,700  VOTING PO	)WER				
SHARES BENEFICIA OWNED E EACH REPORTIN PERSON	ALLY BY	7	SOLE VO	9,700  VOTING PO 8,869  ISPOSITIVE	OWER				
SHARES BENEFICIA OWNED E EACH REPORTIN PERSON	ALLY BY	7	SOLE VO	9,700  VOTING PO 8,869  ISPOSITIVE	OWER POWER				
SHARES BENEFICIA OWNED E EACH REPORTIN PERSON	ALLY BY	7 8 9	SOLE VO	9,700 VOTING PO 8,869  ISPOSITIVE 9,700	OWER POWER				
SHARES BENEFICIA OWNED E EACH REPORTIN PERSON	ALLY BY NG	7 8 9 10	SOLE VO	9,700  VOTING PO  8,869  ISPOSITIVE  9,700  D DISPOSIT	DWER E POWER CIVE POWER	 ?			

13	PERCEN	T OF	CLAS	SS RE	EPRE	ISEN'	TED	BY	AMOUN	I TV	N F	WO	(11)					
					0.	.7%												
14	TYPE O	F REF	ORTI	ING E	PERS	SON*												
					IN	1												
						S	CHED	ULE	13D									
CUSIP NO.	F9798	 210									 P <i>P</i>	GE	1	.0		OF		 2
1	NAME O I.R.S. MILDRE descen	IDEN D KAI	ITIFI JIK,	ICATI as t	ION trus	NO. stee	OF und	ler	certa	ain	tru					efit	of	
2	CHECK	THE A	PPRC	DPRI <i>i</i>	ATE	BOX	IF	A M	EMBEI	R OF		GRO	JP*				(a)	
																	(b)	[
3	SEC US	E ONI	.Y															
4	SOURCE	S OF	FUND	 )S*														
5	CHECK ITEMS				 OSUR	: RE 0!	F LE	GAL	PROC	 CEED	ING	S IS	 S REÇ	UIRE	D PU	JRSUZ	 ANT	 OT [
6	CITIZE	 NSHIF	OR	PLAC	CE O	)F 0	RGAN	IIZA	TION									
		UN	IITED	) STA	ATES	3												
		7	 S	SOLE	VOT	ING	POW	 IER										
NUMBER O	F						0											
BENEFICIA OWNED B		8	 S	 SHARI	 ED V	 /OTI	NG P	OWE	 R									
EACH REPORTIN	G			3	32,7	730,	431											
PERSON WITH		9	 S	OLE	DIS	 SPOS	ITIV	 Æ P	 OWER									
							0	)										
		10		SHAF	 RED	DIS	POSI	TIV	E POW	 Ver								
					32,	730	,431	=										
 11	AGGREG	 ATE <i>A</i>	MOUN	 VT BE	 ENEF		 ALLY		NED E									
11																		
11					32,	730	,431	-										

13	PERCENT	OF CI	LASS 1	REPRE	SENTE	D BY	AMO	UNT	IN I	ROW	(11	)				
					3	3.2%										
14	TYPE OF	REPO	RTING	PERS												
						IN										
					SCH	IEDUL	E I	3D								
CUSIP NO.	F979821	10							P.	AGE		11		OF		28
1	NAME OF I.R.S. I MAYO A. of desce	IDENT: SHAT:	IFICA TUCK,	TION III,	NO. C	rust	ee ı	ınder	cei	rtai				the	bene	efit
2	CHECK	THE A	PPROPI	RIATE	BOX	IF A	MEN	1BER	OF A	A GF	ROUP	*			(a)	[ ]
															(b)	[ ]
3	SEC USE	ONLY														
4	SOURCES	OF FU	UNDS*													
5	CHECK BO				 E OF	LEGA	.L PI	ROCEE	DING	 GS 1	IS R	EQUII	 RED P	URSU		TO [ ]
6	CITIZENS	 SHIP (	OR PL	ACE O	F ORG	 GANIZ	ATIC	 )N								
		UNI	TED S	TATES												
		7	SOLI	 E VOT	ING P	OWER										
NUMBER O SHARES	F					0										
BENEFICIA OWNED B		8	SHAI	 RED V	OTING	POW	ER									
EACH REPORTIN	G				32,73	30,43	1									
PERSON WITH		9	SOL	 E DIS	POSIT	IVE	POWE	 ER								
							0									
		10	SH	ARED	DISPO	SITI	VE I	OWEF								
					32,73	30,43	1									
11	AGGREGAT	re amo	OUNT I	BENEF	ICIAL	LY O	WNEI	BY	EAC	H RE	EPOR	TING	PERS	ON		
					32,73	30,43	1									
12	CHECK BO	OX IF	THE A	aggre	GATE	AMOU	NT I	N RC	 )W (1							
13	PERCENT	OF CI			SENTE											

				3.2%					
14	TYPE C	F REPORT	CING PERSON*						
				IN					
			SCH	HEDULE 13D					
CUSIP NO.	 F9798	210			PAGE	12	 OF		28
1	I.R.S. JOHN S the be	IDENTIF . WEINBE nefit of	TING PERSONS TICATION NO. C ERG, individua Tohn S. Weir t of descenda	ılly, as tru nberg and as	stee unde	er a cer under c	tain trus ertain tr		
2	CHECK	THE APPR	ROPRIATE BOX I	F A MEMBER	OF A GRO	 UP*			[ ]
3	SEC US	E ONLY						(b) 	[ ]
4	SOURCE	S OF FUN	IDS*						
5		BOX IF D 2(d) or	DISCLOSURE OF 2 (e)	LEGAL PROCE	EDINGS I	S REQUIR	ED PURSU <i>f</i>	NT	TO [
6	CITIZE		PLACE OF ORG	GANIZATION					
NUMBER O	F	7	SOLE VOTING F	OWER					
SHARES BENEFICIA	LLY			800					
OWNED B EACH	Y	8	SHARED VOTING	G POWER					
REPORTIN PERSON	G		32 <b>,</b> 73	84 <b>,</b> 831 					
WITH		9	SOLE DISPOSIT	IVE POWER					
				800					
		10	SHARED DISPO	SITIVE POWE	IR				
			32,7	34,831					
11	AGGREG	ATE AMOU	JNT BENEFICIAI	LY OWNED BY	EACH RE	PORTING :	PERSON		
			32,7	'35 <b>,</b> 631					
12	CHECK	BOX IF T	THE AGGREGATE				CERTAIN		
 13	PERCEN	T OF CLA	 ASS REPRESENTE	D BY AMOUNT	 ' IN ROW	 (11)			

3.2% \_\_\_\_\_\_ 14 TYPE OF REPORTING PERSON\* -----SCHEDULE 13D PAGE 13 OF 28 CUSIP NO. F9798210 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) ARNOLD M. LUDWICK, as trustee under a certain trust for the benefit of descendants of the late Samuel Bronfman and as a director of certain charitable foundations. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (b) [ ] SEC USE ONLY \_\_\_\_\_\_ SOURCES OF FUNDS\* \_\_\_\_\_\_ CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)[ ] CITIZENSHIP OR PLACE OF ORGANIZATION CANADA \_\_\_\_\_\_ 7 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER EACH REPORTING 7,505,769 PERSON \_\_\_\_\_ 9 SOLE DISPOSITIVE POWER WITH 0 \_\_\_\_\_\_ 10 SHARED DISPOSITIVE POWER 7,505,769 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,505,769 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13	PERCENT OF CLASS F	REPRESENTED BY AMOUNT	IN ROW (1	1)		
		0.7%				
14	TYPE OF REPORTING	PERSON*				
		IN				
		SCHEDULE 13D				
CUSIP NO.	F9798210		PAGE	14	OF	28
1	ROBERT S. VINEBERG	PERSONS FION NO. OF ABOVE PER G, as trustee under of the late Samuel Bronfma	certain tru			t of
2	CHECK THE APPROPRI	IATE BOX IF A MEMBER	OF A GROUP	*	(a)	[ ]
					(b)	[ ]
3	SEC USE ONLY					
4	SOURCES OF FUNDS*					
5	CHECK BOX IF DISCI	LOSURE OF LEGAL PROCE	EEDINGS IS	REQUIRED	PURSUANT	TO [ ]
6	CITIZENSHIP OR PLA	ACE OF ORGANIZATION				
	CANADA					
NUMBER O		E VOTING POWER				
SHARES		0				
BENEFICIA OWNED B		RED VOTING POWER				
EACH REPORTIN	3	8,623,038				
PERSON WITH	9 SOLE	E DISPOSITIVE POWER				
		0				
	10 SHA	ARED DISPOSITIVE POWE				
		8,623,038				
11	AGGREGATE AMOUNT E	BENEFICIALLY OWNED BY	EACH REPO	RTING PER	SON	
		8,623,038				
12	CHECK BOX IF THE F	AGGREGATE AMOUNT IN F	ROW (11) EX	CLUDES CE	RTAIN SHA	RES*
13	PERCENT OF CLASS F	REPRESENTED BY AMOUNT	 IN ROW (1			

			0.8%					
14	TYPE	OF REPO	RTING PERSON*					
			IN					
			SCHEDULE	13D				
CUSIP NO.	F979	 8210		PAGE	 15	OF		28
1	I.R.S E. LEG	. IDENT	RTING PERSONS IFICATION NO. OF ABOV R, as trustee under a of the late Samuel B	a certain tru		-	of	
2	CHECK	THE API	PROPRIATE BOX IF A ME	EMBER OF A GR	OUP*		(a) [	-
3	SEC U	SE ONLY				·		
4	SOURCI	ES OF F	JNDS*					
5		BOX IF 2 (d) 0:	DISCLOSURE OF LEGAL r 2(e)	PROCEEDINGS	IS REQUIREI	PURSUAN	_	 C [ ]
6	CITIZ	ENSHIP (	DR PLACE OF ORGANIZAT	rion				
		7	SOLE VOTING POWER					
NUMBER O			0					
BENEFICIA OWNED B' EACH		8	SHARED VOTING POWER	₹				
REPORTING PERSON	G		2,247,500					
WITH		9	SOLE DISPOSITIVE PO	OWER				
			0					
		10	SHARED DISPOSITIVE					
			2,247,500					
11	AGGRE	GATE AM	OUNT BENEFICIALLY OWN	NED BY EACH R	EPORTING PE	ERSON		
			2,247,500					
12	CHECK	BOX IF	THE AGGREGATE AMOUNT	Γ IN ROW (11)		CERTAIN S		 Es <sup>†</sup>
13	PERCEI	NT OF C	LASS REPRESENTED BY A	AMOUNT IN ROW	(11)			

0.2% 14 TYPE OF REPORTING PERSON\* TN \_\_\_\_\_\_ SCHEDULE 13D CUSIP NO. F9798210 PAGE 16 OF 28 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) SAMUEL MINZBERG, individually and as trustee under a certain trust for the benefit of descendants of the late Samuel Bronfman. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [ ] SEC USE ONLY SOURCES OF FUNDS\* \_\_\_\_\_\_ CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)CITIZENSHIP OR PLACE OF ORGANIZATION CANADA \_\_\_\_\_\_ SOLE VOTING POWER NUMBER OF SHARES 750 BENEFICIALLY OWNED BY \_\_\_\_\_\_ 8 SHARED VOTING POWER EACH REPORTING 2,247,500 PERSON WITH 9 SOLE DISPOSITIVE POWER 750 \_\_\_\_\_ SHARED DISPOSITIVE POWER 2,247,500 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,248,250 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14	TYPE C	F REP	ORTIN	G PE	RSON	1*											
							I	N									
						SCHE	EDUL	Æ 1	3D								
CUSIP NO.	F9798	210									PAGE		17		OF		28
1	NAME CI.R.S. BRUCE for th	IDEN	TIFIC DELSO	ATIO	N NO ndiv	). OF	ally	an	d as	trı	ıste	e un	der a	cer		trus	 st
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [																
3	SEC USE ONLY																
4	SOURCE	S OF	 FUNDS	*													
5	CHECK ITEMS				URE	OF I	LEGA	 L P	ROCE	 EDII	 NGS	 IS R	EQUIF	RED P	URSU		 ro [ ]
6	CITIZE		OR P			ORGA	ANIZ	ATI	ON								
		7 SOLE VOTING POWER															
NUMBER OF SHARES	?					24	12,3	868									
BENEFICIA OWNED B EACH REPORTIN PERSON WITH		8	 SH	ARED	VOT	ING	POW	IER									
	G							0									
	9 SOLE DISPOSITIVE POWER																
						24	12,3	868									
		10	 S	HARE	D DI	SPOS	 SITI	VE	POWE								
								0									
11	AGGREG	ATE A	 MOUNT	BEN	EFIC	CIALI	LY O	WNE	D BY	EAC	CH R	EPOR	TING	PERS	ON		
						24	12,3	868									
12	CHECK	BOX I	 F THE										LUDES		TAIN	SHAI	 RES* [ ]
13	PERCEN	T OF	 CLASS	REP	RESE	NTED	 D BY	AM	TNUC	IN	ROW	(11	.)				
					LES	S TH	HAN	0.1	90								

TYPE OF REPORTING PERSON\* 14 ΤN SCHEDULE 13D CUSIP No.F9798210 Page 18 of 28 1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) ANDELL INVESTMENTS (LUXEMBOURG) S.A.R.L., a corporation organized under the laws of Luxembourg. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [ ] 3 SEC USE ONLY SOURCE OF FUNDS\* CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ] CITIZENSHIP OR PLACE OF ORGANIZATION LUXEMBOURG 7 SOLE VOTING POWER 10,000,000 NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY 0 OWNED BY EACH 9 SOLE DISPOSITIVE POWER REPORTING 10,000,000 PERSON 10 SHARED DISPOSITIVE POWER WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.0%

14 TYPE OF REPORTING PERSON\*

CO

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This Statement on Schedule 13D, as amended, to which this amendment relates (the "Schedule 13D"), filed pursuant to Rule 13d-1 of the Rules and Regulations under the Securities Exchange Act of 1934, as amended, by each of the individuals and entities identified on the cover pages to this Schedule 13D (such persons and entities, collectively, the "Reporting Persons"), relating to the ordinary shares, nominal value 5.50 euros per share (the "Ordinary Shares"), of Vivendi Universal S.A., a societe anonyme organized under the laws of France ("Vivendi Universal"), is hereby amended as set forth below.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 is hereby supplemented as follows:

The Schedule 13D is being filed jointly by the Reporting Persons. The agreement among the Reporting Persons relating to the joint filing of the Schedule 13D is attached hereto as Exhibit 1.

The name, business address, principal business or occupation and citizenship of each of the Reporting Persons is supplemented by adding the following information:

NAME AND BUSINESS ADDRESS PRINCIPAL BUSINESS OR OCCUPATION

PHYLLIS LAMBERT Canadian Centre for Architecture 1920 Baile Street Montreal, Quebec Canada H3H 2S2

Architect

E. LEO KOLBER Member of the Canadian Senate

1170 Peel Street 8th Floor Montreal, Quebec Canada H3B 4P2

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CITI

Cana

Cana

SAMUEL MINZBERG 1170 Peel Street 8th Floor Montreal, Quebec Canada H3B 4P2

President and Chief Executive Officer of Claridge Inc.

Cana

During the last five years, none of the Reporting Persons has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding has been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated as follows:

#### CURRENT OWNERSHIP

As of the date hereof and after giving effect to the transactions described below under "Recent Transactions," Bronfman Associates, a New York general partnership ("BA"), owns directly 31,541,219 Vivendi Universal American Depositary Shares ("ADSs"), or approximately 3.1% of the Ordinary Shares. Edgar M. Bronfman is the Managing Partner of BA, the Edgar Miles Bronfman Trust (the "EMBT") directly and indirectly holds a 99% general partnership interest and the children of Edgar M. Bronfman, including Samuel Bronfman II, Edgar Bronfman, Jr. and Matthew Bronfman, directly and indirectly hold the other partnership interest in BA. The EMBT owns no Vivendi Universal Securities directly (the term "Vivendi Universal Securities" refers to, collectively, Ordinary Shares, ADSs, exchangeable shares ("Exchangeable Shares") of Vivendi Universal Exchangeco Inc., a Canadian subsidiary of Vivendi Universal, and Vivendi Universal voting rights). Edgar M. Bronfman, Edgar Bronfman, Jr., Matthew Bronfman, Mildred Kalik, Mayo A. Shattuck III and John S. Weinberg are the trustees of the EMBT, and Edgar M. Bronfman, Mildred Kalik, Mayo A. Shattuck III and John S. Weinberg are the trustees of the PBBT/Edgar Miles Bronfman Family Trust (the "PBBT/EMBFT"), both of which are trusts for the benefit of Edgar M. Bronfman and his descendants. The PBBT/EMBFT owns directly 1,189,212 ADSs, or approximately 0.1% of the Ordinary Shares.

The Charles Rosner Bronfman Family Trust (the "CRBFT") and The Charles R. Bronfman Discretionary Trust (the "CRBDT"), trusts for the benefit of Charles R. Bronfman and his descendants, own directly (in the case of the CRBDT) or indirectly (in the case of the CRBFT) 6,373,038 Exchangeable Shares and 242,208 ADSs, or approximately 0.6% and less than 0.1% of the Ordinary Shares, respectively. The CRBFT is the sole voting shareholder of Esarbee Investments Limited, a corporation existing under the laws of Canada, which owns directly 6,373,038 Exchangeable Shares. Stephen R. Bronfman, Ellen J. Bronfman Hauptman, Arnold M. Ludwick and Robert S. Vineberg are the trustees of the CRBFT. Bruce I. Judelson is the trustee of the CRBDT.

The Stephen Rosner Bronfman Substitute Trust (the "SRBST"), a trust for the benefit of Stephen R. Bronfman and his descendants, is the sole shareholder of Stepworth Holdings Inc., a corporation existing under the laws of Canada, which owns directly 2,247,500 Exchangeable Shares, or approximately 0.2% of the Ordinary Shares. Charles R. Bronfman, Phyllis Lambert, Stephen R. Bronfman, E. Leo Kolber, Robert S. Vineberg and Samuel Minzberg are the trustees of the SRBST. Claridge SRB Investments Inc., a corporation existing under the

laws of Canada ("SRB Investments"), owns directly 2,668,161 ADSs and 1,274,500 Ordinary Shares, or an aggregate of approximately 0.4% of the Ordinary Shares. Stephen R. Bronfman is the sole shareholder of SRB Investments.

CRB Associates, Limited Partnership, a Connecticut limited partnership ("CRB Associates"), owns directly 2,500 Exchangeable Shares, which represent less than 0.1% of the Ordinary Shares. The general partner of CRB Associates is the CRBFT, which holds a 98.2% general partnership interest. A corporation owned by a trust for the benefit of Stephen R.

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Bronfman holds a 1.8% limited partnership interest in CRB Associates.

Andell Investments (Luxembourg) S.a.r.l., a corporation organized under the laws of Luxembourg ("Andell"), owns directly 10,000,000 ADSs, or approximately 1.0% of the Ordinary Shares. Each of the C. Bronfman Family Trust (the "C.BFT") and the CB Family Trust ("CB FT") holds 40% of the capital stock of Andell, and The Charles Bronfman Trust (the "CBT") holds 20% of the capital stock of Andell. The C.BFT, CB FT and the CBT are trusts for the benefit of Charles R. Bronfman and his descendants.

 $\,$  Edgar M. Bronfman, Charles R. Bronfman and Phyllis Lambert are siblings.

The Claridge Foundation, a charitable foundation, the members and directors of which include Charles R. Bronfman, Stephen R. Bronfman and Arnold M. Ludwick, owns directly 1,086,900 ADSs, or approximately 0.1% of the Ordinary Shares. The Chastell Foundation, a charitable foundation, the members and directors of which include Charles R. Bronfman, Stephen R. Bronfman, Ellen J. Bronfman Hauptman and Arnold M. Ludwick, owns directly 43,331 ADSs, which represent less than 0.1% of the Ordinary Shares. The Samuel Bronfman Foundation, a charitable foundation, the trustees of which include Edgar M. Bronfman, Charles R. Bronfman, Samuel Bronfman II and Edgar Bronfman, Jr., owns directly 192,000 ADSs, which represent less than 0.1% of the Ordinary Shares. The Samuel and Saidye Bronfman Family Foundation, a charitable foundation, the directors of which include Phyllis Lambert and Stephen R. Bronfman, owns directly 192 ADSs, which represent less than 0.1% of the Ordinary Shares. The Saidye Bronfman Foundation, a charitable foundation, the directors of which include Edgar M. Bronfman, Charles R. Bronfman, Phyllis Lambert and Stephen R. Bronfman, owns directly 284 ADSs, which represent less than 0.1% of the Ordinary Shares.

Edgar M. Bronfman owns directly 888 ADSs and holds currently exercisable options to acquire 528,480 ADSs; Charles R. Bronfman owns directly 800 ADSs and holds currently exercisable options to acquire 496,133 ADSs; Samuel Bronfman II owns directly 192 ADSs and holds currently exercisable options to acquire 163,200 ADSs; Edgar Bronfman, Jr. owns directly 792 ADSs, holds currently exercisable options to acquire 3,079,333 ADSs and, through an investment in the Joseph E. Seagram & Sons, Inc. 401(k) Plan with a value of \$26,234 as of December 4, 2000, owns indirectly approximately 532 ADSs; Matthew Bronfman owns directly 192 ADSs; Ellen J. Bronfman Hauptman owns directly 690,500 Ordinary Shares and 19,200 ADSs; John S. Weinberg owns directly 800 ADSs; and Samuel Minzberg owns directly 750 ADSs. A trust for the benefit of John S. Weinberg, of which he is a trustee, owns 4,400 ADSs. Bruce I. Judelson owns, through an Individual Retirement Account, 160 ADSs. Except with respect to the ADSs held by Edgar Bronfman, Jr. through the 401(k) Plan, each of such persons has the sole power to vote, or direct the voting of, and the sole power to dispose of, or direct the disposition of, the ADSs stated to be owned directly by such person. In addition, the spouse of Edgar M. Bronfman owns directly 1,472 ADSs, and the spouse of Charles R. Bronfman owns indirectly 9,600 ADSs.

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The power to vote, or direct the voting of, and the power to dispose of, or direct the disposition of, the Vivendi Universal Securities owned by each of the aforementioned trusts (both directly and, in the case of the CRBFT and the SRBST, indirectly as a sole shareholder of certain corporations mentioned above) and foundations is shared by the respective trustees or directors of such trusts or foundations, except with respect to the CRBDT, which has a single trustee with sole power to vote, or direct the voting of, and sole power to dispose of, or direct the disposition of, the Vivendi Universal Securities directly owned by such trust. The power to vote, or direct the voting of, and the power to dispose of, or direct the disposition of, the Vivendi Universal Securities owned by Andell is reported in the Schedule 13D as being held by Andell. The power to vote, or direct the voting of, and the power to dispose of, or direct the disposition of, the Vivendi Universal Securities owned by SRB Investments is reported in the Schedule 13D as being held by Stephen R. Bronfman, its sole shareholder.

Each person identified in the Schedule 13D expressly disclaims any beneficial interest in the Vivendi Universal Securities, except for those ADSs and Ordinary Shares which are stated to be owned directly by such person, and except to the extent of such person's beneficial interest in a trust which owns Vivendi Universal Securities.

The persons filing this statement expressly disclaim (i) that the trustees of the trusts referred to in the Schedule 13D act as a group with the trustees of any other trusts referred to in the Schedule 13D, and (ii) that any group exists with respect to the Vivendi Universal Securities referred to in the Schedule 13D.

The number of Vivendi Universal Securities over which each of the Reporting Persons exercises voting or dispositive power, either sole or shared, is set forth on the cover pages hereto. Such cover pages reflect the beneficial ownership of an aggregate of 61,847,397 Vivendi Universal Securities, which represent an aggregate of approximately 6.0% of the Ordinary Shares.

Percentages set forth on such cover pages and in this Item 5 were calculated based on 1,085,297,393 outstanding Ordinary Shares, which Vivendi Universal has advised the Reporting Persons represent the number of outstanding Ordinary Shares as of January 7, 2002, less 52,536,672 Ordinary Shares, which Vivendi Universal has advised the Reporting Persons represent Ordinary Shares held in treasury by Vivendi Universal. Vivendi Universal has advised the Reporting Persons that the number of outstanding Ordinary Shares includes Ordinary Shares corresponding to the outstanding ADSs and Exchangeable Shares.

#### RECENT TRANSACTIONS

On November 15, 2001, the C.BFT and Columbus Capital Corporation ("Columbus") each sold 200,000 Ordinary Shares in market sales on the Paris Bourse at a price per Ordinary Share of 60.1105 Euros.

On November 19, 2001, the C.BFT sold an aggregate of 950,000 Ordinary Shares in market sales on the Paris Bourse at a price per Ordinary Share of 60.2252 Euros.

On November 20, 2001, the C.BFT sold an aggregate of 116,000 Ordinary Shares in market sales on the Paris Bourse at a price per Ordinary Share of 60.0819 Euros.

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On November 22, 2001, the C.BFT sold an aggregate of 310,000 Ordinary Shares in market sales on the Paris Bourse at a price per Ordinary Share of  $59.0482\ \text{Euros}$ .

On November 23, 2001, the C.BFT sold an aggregate of 5,000 Ordinary Shares in market sales on the Paris Bourse at a price per Ordinary Share of 59.3500 Euros.

In addition, on November 22, 2001, Columbus transferred 690,500 Ordinary Shares to Ellen J. Bronfman Hauptman in exchange for a \$39,983,490 Demand Promissory Note bearing interest at the U.S. prime rate less 2.75%. On November 30, 2001, Columbus transferred 2,668,161 ADSs and 1,274,500 Ordinary Shares to SRB Investments in exchange for an interest free Cdn\$313,881,827 Demand Promissory Note. After giving effect to such transactions, Columbus no longer directly holds any Vivendi Universal Securities.

On January 3, 2002, Claridge Properties Ltd. transferred 2,247,500 Exchangeable Shares to Stepworth Holdings Inc., a company owned by the SRBST, in exchange for a Cdn\$207,612,543 Demand Note bearing interest at 2% per annum, and 2,500 Exchangeable Shares to CRB Associates in exchange for a \$144,625 Demand Note bearing interest at 2% per annum.

On January 4, 2002, Edgar Bronfman, Jr. exercised employee stock options for 570,000 ADSs and sold the 570,000 ADSs at an average price of \$56.86 per ADS in market sales.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

#### EXHIBITS:

- 1. Joint Filing Agreement among each of the Reporting Persons.
- 2. Power of Attorney.

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#### SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: January 8, 2002

EDGAR M. BRONFMAN, individually, as trustee under certain trusts for the benefit of descendants of the late Samuel Bronfman, as Managing Partner of Bronfman Associates and as trustee or director of certain charitable foundations

By: /s/ Frank W. Raysor, II

Frank W. Raysor, II

Attorney-in-Fact (Pursuant to a Power of Attorney previously filed with the

Securities and Exchange Commission)

THE HON. CHARLES R. BRONFMAN, individually, as trustee under a certain trust for the benefit of descendants of the late Samuel Bronfman and as director or trustee of certain charitable foundations

By: /s/ Michel Boucher

\_\_\_\_\_\_

Michel Boucher

Attorney-in-Fact (Pursuant to a Power of Attorney previously filed with the Securities and Exchange Commission)

PHYLLIS LAMBERT, as trustee under a certain trust for the benefit of descendants of the late Samuel Bronfman and as director of certain charitable foundations

By: /s/ Michel Boucher

\_\_\_\_\_

Michel Boucher Attorney-in-Fact

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SAMUEL BRONFMAN II, individually and as trustee of a certain charitable foundation

By: /s/ Matthew Bronfman

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Matthew Bronfman Attorney-in-Fact (Pursuant to a Power of Attorney previously filed with the Securities and Exchange Commission)

EDGAR BRONFMAN, JR., individually, as trustee under a certain trust for the benefit of descendants of the late Samuel Bronfman and as trustee of a certain charitable foundation

By: /s/ Frank W. Raysor, II

\_\_\_\_\_

Frank W. Raysor, II Attorney-in-Fact (Pursuant to a Power of Attorney previously filed with the Securities and Exchange Commission)

MATTHEW BRONFMAN, individually and as trustee under a certain trust for the benefit of descendants of the late Samuel Bronfman

By: /s/ Frank W. Raysor, II

\_\_\_\_\_

Frank W. Raysor, II Attorney-in-Fact (Pursuant to a Power of Attorney previously filed with the Securities and Exchange Commission)

STEPHEN R. BRONFMAN, individually, as trustee under certain trusts for the benefit of descendants of the late Samuel Bronfman and as director of certain charitable foundations

By: /s/ Michel Boucher

\_\_\_\_\_

Michel Boucher Attorney-in-Fact (Pursuant to a Power of Attorney previously filed with the Securities and Exchange Commission)

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ELLEN J. BRONFMAN HAUPTMAN, individually, as trustee under a certain trust for the benefit of descendants of the late Samuel Bronfman and as director of a certain charitable foundation

By: /s/ Michel Boucher

\_\_\_\_\_

Michel Boucher Attorney-in-Fact (Pursuant to a Power of Attorney previously filed with the Securities and Exchange Commission)

MILDRED KALIK, as trustee under certain trusts for the benefit of descendants of the late Samuel Bronfman

/s/ Mildred Kalik

\_\_\_\_\_

MILDRED KALIK

MAYO A. SHATTUCK, III, as trustee under certain trusts for the benefit of descendants of the late Samuel Bronfman

By: /s/ Mildred Kalik

\_\_\_\_\_

Mildred Kalik

Attorney-in-Fact (Pursuant to a Power of Attorney previously filed with the Securities and Exchange Commission)

JOHN S. WEINBERG, individually, as trustee under a certain trust for the benefit of John S. Weinberg and as trustee under certain trusts for the benefit of

descendants of the late Samuel Bronfman

By: /s/ Mildred Kalik

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Mildred Kalik

Attorney-in-Fact (Pursuant to a Power of Attorney previously filed with the Securities and Exchange Commission)

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ARNOLD M. LUDWICK, as trustee under a certain trust for the benefit of descendants of the late Samuel Bronfman and as a director of certain charitable foundations

By: /s/ Michel Boucher

\_\_\_\_\_

Michel Boucher

Attorney-in-Fact (Pursuant to a Power of Attorney previously filed with the Securities and Exchange Commission)

ROBERT S. VINEBERG, as trustee under certain trusts for the benefit of descendants of the late Samuel Bronfman

By: /s/ Michel Boucher

\_\_\_\_\_

Michel Boucher

Attorney-in-Fact (Pursuant to a Power of Attorney previously filed with the Securities and Exchange Commission)

E. LEO KOLBER, as trustee under certain trusts for the benefit of descendants of the late Samuel Bronfman

By: /s/ Michel Boucher

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Michel Boucher Attorney-in-Fact

SAMUEL MINZBERG, individually and as trustee under certain trusts for the benefit of descendants of the late Samuel Bronfman

By: /s/ Michel Boucher

\_\_\_\_\_

Michel Boucher Attorney-in-Fact

PAGE 28 OF 28

BRUCE I. JUDELSON, individually and as trustee under a certain trust for the benefit of descendants of the late Samuel

Bronfman

By: /s/ Michel Boucher

\_\_\_\_\_

Michel Boucher

Attorney-in-Fact (Pursuant to a Power of Attorney previously filed with the Securities and Exchange Commission)

ANDELL INVESTMENTS (LUXEMBOURG) S.A.R.L.

By: /s/ Michel Boucher

\_\_\_\_\_

Michel Boucher Attorney-in-Fact