

ORTHODONTIC CENTERS OF AMERICA INC /DE/  
Form SC 13G/A  
February 14, 2003

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OMB APPROVAL  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 4)\*

Orthodontic Centers of America, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class Securities)

68750P103

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(CUSIP Number)

September 4, 2002

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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 Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 CONTROL NUMBER.

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CUSIP No.....68750P103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Bartholomew F. Palmisano, Sr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) .....  
(b) .....

3. SEC Use Only .....

4. Citizenship or Place of Organization .....United States

Number of	5.	Sole Voting Power	.....2,981,907
Shares Bene-	6.	Shared Voting Power	.....707,016
ficially	7.	Sole Dispositive Power	.....2,981,907
Owned by Each	8.	Shared Dispositive Power	.....707,016
Reporting			
Person With:			

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
.....3,688,923\*

\* Includes options currently exercisable to purchase 812,469 shares of common stock. Also includes 707,016 shares of common stock held in trusts by a third party for the benefit of the children of the reporting person. The filing of this statement shall not be construed as an admission that the reporting person is, for the purpose of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this statement.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See

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Instructions) .....N/A

11. Percent of Class Represented by Amount in Row (9) ..... 5.8%

12. Type of Reporting Person (See Instructions) IN

.....  
.....  
.....  
.....  
.....  
.....

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ITEM 1.

- (a) Name of Issuer: Orthodontic Centers of America, Inc.
(b) Address of Issuer's Principal Executive Offices:

3850 N. Causeway Blvd., Suite 800
Metairie, LA 70002

ITEM 2.

- (a) Name of Person Filing: Bartholomew F. Palmisano, Sr.
(b) Address of Principal Business Office or, if none, Residence:

3850 N. Causeway Blvd., Suite 800
Metairie, LA 70002

- (c) Citizenship: United States
(d) Title of Class of Securities: Common Stock
(e) CUSIP Number: 68750P103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13D-1(b), OR 240.13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) [ ] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
(b) [ ] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
(c) [ ] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
(d) [ ] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
(e) [ ] An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
(f) [ ] An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
(g) [ ] A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);

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- (h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [ ] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).  
N/A

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 3,688,923\*
- (b) Percent of class: 5.8%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 2,981,907
  - (ii) Shared power to vote or to direct the vote: 707,016
  - (iii) Sole power to dispose or to direct the disposition of: 2,981,907
  - (iv) Shared power to dispose or to direct the disposition of: 707,016

\*Includes options currently exercisable to purchase 812,469 shares of common stock. Also includes 707,016 shares of common stock held in trusts by a third party for the benefit of the children of the reporting person. The filing of this statement shall not be construed as an admission that the reporting person is, for the purpose of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this statement.

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Instruction: Dissolution of a group requires a response to this item.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

N/A

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10. CERTIFICATION

N/A

SIGNATURE

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

February 13, 2003

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Date

/s/ Bartholomew F. Palmisano, Sr.

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Signature

Bartholomew F. Palmisano, Sr.

-----  
Name/Title

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