

MILLER MARK A  
 Form 5  
 February 14, 2003

<b>FORM 5</b>		<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549		OMB APPROVAL	
Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported		<b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>		OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response: . . . . .1.0	
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					
1. Name and Address of Reporting Person *  Miller, Mark A.  _____ (Last) (First) (Middle)		2. Issuer Name <b>Right Management Consultants, Inc.</b> and Ticker or Trading Symbol <b>RHT</b>		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner Officer (give title below) Other (specify below)  EVP, East Group	
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)  1818 Market Street  _____ (Street)  Philadelphia, PA 19103  _____ (City) (State) (Zip)		4. Statement for Month/Year  12 / 02	5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Reporting (check applicable line)  Form filed by One Reporting Person Form filed by More than One Reporting Person	

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
				Amount	(A) or (D)	Price		
Common Stock (1)	01/31/02		T	177	A	\$11.71		D
Common Stock (1)	02/28/02		T	147	A	\$14.15		D
Common Stock (1)	03/28/02		T	146	A	\$14.34		D
Common Stock (1)	04/30/02		T	144	A	\$15.13		D

Edgar Filing: MILLER MARK A - Form 5

Common Stock (1)	05/31/02		T	138	A	\$15.63		D
Common Stock (1)	06/28/02		T	146	A	\$14.97		D
Common Stock (1)	07/31/02		T	170	A	\$12.75		D
Common Stock (1)	08/30/02		T	176	A	\$12.37		D
Common Stock (1)	09/30/02		T	155	A	\$13.97		D
Common Stock (1)	10/31/02		T	195	A	\$11.20		D
Common Stock (1)	11/29/02		T	208	A	\$10.41		D
Common Stock (1)	12/31/02		T	125	A	\$11.26	19,905	D
Common Stock held via 401K Plan (5)	(5)		(5)	(5)	(5)	(5)	2,977	I

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)

**Persons who 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.**

Edgar Filing: MILLER MARK A - Form 5

Form 5 (continued)	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) and Exercisable (DE) and Expiration Date (ED) (Instr. 3, 4 and 5)				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 at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
					A	D	DE	ED	Title	Amount or Number of Shares		

**Explanation of Responses:**

(1) These shares were purchased through the Company's Employee Stock Purchase Plan which is exempt under Section 16 of the Securities Exchange Act of 1934. This information has been adjusted to reflect the 3 for 2 stock split effective 10/15/02, as applicable. (2) These stock options vest over a three year period. One-third becomes exercisable each year beginning with one year from the transaction date. (3) 07/25/03, 07/25/04, 07/25/05 (4) 10/23/03, 10/23/04, 10/23/05 (5) The value of the investment in the Company's stock fund held on behalf of Mr. Miller through the Company's 401K plan at 12/31/02 is \$39,443.47. This plan is exempt under Section 16 of the Securities Exchange Act of 1934.

/s/ Mark Miller

02/14/03

\*\* Signature of Reporting Person

Date

\*\* 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 provided 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.