

MALLON CHARLES J

Form 4

February 18, 2003

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| FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) | | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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 | | OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response:0.5 | |
| 1. Name and Address of Reporting Person * <div style="text-align: center; color: blue;">Mallon, Charles J.</div> <div style="display: flex; justify-content: space-around; font-size: small;"> (Last) (First) (Middle) </div> | | 2. Issuer Name Right Management Consultants, Inc. and Ticker or Trading Symbol RHT | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div style="display: flex; justify-content: space-between;"> Director 10% Owner </div> Officer (give title below) Other (specify below) <div style="text-align: center; color: blue;">Chief Financial Officer and Executive Vice President</div> | |
| <div style="text-align: center; color: blue;">1818 Market Street</div> <div style="text-align: center; color: blue;">33rd Floor</div> <div style="text-align: center;">(Street)</div> <div style="text-align: center; color: blue;">Philadelphia, PA 19103</div> <div style="display: flex; justify-content: space-around; font-size: small;"> (City) (State) (Zip) </div> | | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | 4. Statement for Month/Day/Year <div style="text-align: center; color: blue;">02/13/03</div> | |
| | | 5. If Amendment, Date of Original (Month/Day/Year) | | 7. Individual or Joint/Group Filing (Check Applicable Line) <div style="display: flex; justify-content: space-between;"> Form filed by One Reporting Person Form filed by More than One Reporting Person </div> | |

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) or (D) | Price | | | |
| Common Stock | 02/13/03 | | M | | 16,875 | A | \$3.26 | | | |
| Common Stock | 02/13/03 | | M | | 1,407 | A | \$4.57 | | | |
| Common Stock | 02/13/03 | | M | | 3,750 | A | \$10.67 | | | |
| Common Stock (2) | 02/13/03 | | S | | 5,800 | D | \$12.50 | | | |
| | 02/14/03 | | S | | 6,700 | D | \$12.50 | 29,782 | D | |

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|---------------------|--|--|--|--|--|--|--|--|--|
| Common Stock (2) | | | | | | | | | |
|---------------------|--|--|--|--|--|--|--|--|--|

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).

(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.

| Form 4 (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. Trans- action Date (Month/ Day/ Year) | 3A. Deemed Execu- tion Date, if any (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) | | 5. Number of Deri- vative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercis- able (DE) and Expiration Date (ED) (Month/ Day/ Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Deriv- ative Security (Instr. 5) | 9. Number of Deri- vative Securi- ties Benefi- cially Owned Follow- ing Reported Trans- action(s) (Instr. 4) |
| | | | | | | | | | | | | | |
| | | | | Code | V | (A) | (D) | DE | ED | Title | Amount or Number of Shares | | |
| Non-qualified Stock Options (1) | \$3.26 | 02/13/03 | | M | | | 16,875 | 12/15/00 (1) | 12/14/09 | RHT Common Stock | 16,875 | | |
| Non-qualified Stock Options (1) | \$4.57 | 02/13/03 | | M | | | 1,407 | 1/11/00 (1) | 1/10/09 | RHT Common Stock | 1,407 | | |
| Non-qualified Stock Options (1) | \$10.67 | 02/13/03 | | M | | | 3,750 | 7/26/02 (1) | 7/25/11 | RHT Common Stock | 3,750 | | 118,125 |

Explanation of Responses:

(1) These stock options vest over a three year period. One-third becomes exercisable each year beginning with a year from their respective grant dates of 12/15/99, 1/11/99 and 7/26/01. (2) The purpose of the sale of shares made by Mr. Mallon was to cover the cost of his stock options exercised and related taxes.

/s/ Charles J. Mallon

2/14/03

** 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 is insufficient, see Instruction 6 for procedure.

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