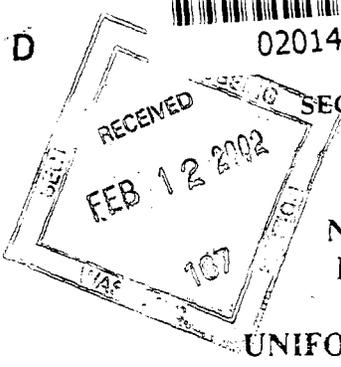


FORM D

02014619

112364d



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	December 31, 1996
Estimated average burden hours per response:	16.00

SEC USE ONLY	
Prefix:	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

21-39921

American Medical Association Option Plans for Trustees and Executives

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business

PROCESSE

Type of Business Organization

FEB 20 2002

THOMSON FINANCIAL

- corporation limited partnership, already formed other (please specify):
- business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

See attached lists of Directors and Executive Officers

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

AMA DIRECTORS  
As of January, 2002

Randolph D. Smoak, Jr., MD

1175 Cook Road, Suite 320, Orangeburg, SC 29118

Yank D. Coble, Jr., MD

2700 Riverside Avenue, Suite 9, Jacksonville, FL 32205

Richard F. Corlin, MD

1301 20th Street, Suite 330, Santa Monica, CA 90404

John A. Knotte, MD

315E – 650N West Lafayette, IN 47904

D. Ted Lewers, MD

27303 Bailey's Neck Road, Easton, MD 21601-8505

Timothy T. Flaherty, MD

547 East Wisconsin Avenue, Neenah, WI 54956

John C. Nelson, MD

370 9th Avenue, Suite 101, Salt Lake City, UT 84103

Herman I. Abromowitz, MD

226 Troy St., Dayton, Ohio 45404

J. Edward Hill, MD

North Mississippi Medical Center, 1680 South Green Street, Tupelo, MS 38801

Ronald Davis, MD

2495 Barnsbury Road, East Lansing, MI 48823

Susan Hershberg Adelman, MD

29820 Woodland Drive, Southfield, MI 48034

Donald J. Palmisano, MD

4417 Lorino Street, Suite 200, Metairie, LA 70006

William G. Plested, MD

1260 15<sup>th</sup> Street, Suite, 913, Santa Monica, CA 90404

Duane M. Cady, MD

5100 West Taft Road, Liverpool, NY 13088

---

Joseph A. Riggs, MD

117 Kings Highway West, Haddonfield, NJ 08033

Bruce A. Scott, MD

10927 Hobbs Station Road, Louisville, KY 40223

Nancy H. Nielsen, MD

Cleve-Hill Family Health Center, 1461 Kensington Av., Buffalo, NY 14215

Hillary Johnson

7421 Rupert Avenue, St. Louis, MO 63117

Peter J. Watson, MD

1727 Shore Club Drive, St. Clair Shores, MI 48080

**AMA EXECUTIVE OFFICERS**

**As of January, 2002**

Michael D. Maves, MD, MBA  
515 N. State St., Chicago, IL 60610

Robert W. Gilmore, MD  
515 N. State St., Chicago, IL 60610

Catherine DeAngelis, MD  
515 N. State St., Chicago, IL 60610

Robert Musacchio  
515 N. State St., Chicago, IL 60610

Rhonda Rhodes, JD  
515 N. State St., Chicago, IL 60610

Lee J. Stillwell  
1101 Vermont Street, Washington, DC 20005

J. Todd Vande Hey  
515 N. State St., Chicago, IL 60610

Linn Weiss  
515 N. State St., Chicago, IL 60610

Bruce E. Balfe  
515 N. State St., Chicago, IL 60610

Richard A. Deem  
515 N. State St., Chicago, IL 60610

Anthony Frankos  
515 N. State St., Chicago, IL 60610

Denise Hagerty  
515 N. State St., Chicago, IL 60610

Thomas Healy  
515 N. State St., Chicago, IL 60610

Robert E. Hobart  
515 N. State St., Chicago, IL 60610

---

AMA Executive Officers

Page 2

Murray L. Kopelow, MD  
515 N. State St., Chicago, IL 60610

Kathleen S. Kuntzman  
515 N. State St., Chicago, IL 60610

Paul Larson  
515 N. State St., Chicago, IL 60610

Peter B. Lauer  
515 N. State St., Chicago, IL 60610

David C. Leach, MD  
515 N. State St., Chicago, IL 60610

Kevin Lutz  
515 N. State St., Chicago, IL 60610

Maria Maher  
515 N. State St., Chicago, IL 60610

Mary Jo Malone  
515 N. State St., Chicago, IL 60610

Robin I. Menes  
515 N. State St., Chicago, IL 60610

Emerson Moran  
1101 Vermont St., Washington, D.C. 20005

James F. Rodgers  
515 N. State St., Chicago, IL 60610

Ross N. Rubin  
515 N. State St., Chicago, IL 60610

Michael J. Scotti, Jr., MD  
515 N. State St., Chicago, IL 60610

Kathryn N. Trombatore  
515 N. State St., Chicago, IL 60610

Kevin L. Walker  
1101 Vermont Street, Washington, D.C. 20005

**B. INFORMATION ABOUT OFFERING**

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes  No

Answer also in Appendix, Column 2, if filing under ULOE.

What is the minimum investment that will be accepted from any individual? ..... \$ \_\_\_\_\_

Does the offering permit joint ownership of a single unit? ..... Yes  No

Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only..

Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

Check "All States" or check individual States) .....  All States

- |      |      |      |      |      |      |      |      |      |      |      |      |      |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

Check "All States" or check individual States) .....  All States

- |      |      |      |      |      |      |      |      |      |      |      |      |      |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

Check "All States" or check individual States) .....  All States

- |      |      |      |      |      |      |      |      |      |      |      |      |      |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ <u>None</u>	\$ _____
Equity .....	\$ <u>None</u>	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ <u>None</u>	\$ _____
Partnership Interests .....	\$ <u>None</u>	\$ _____
Other (Specify <u>options to purchase mutual fund shares</u> ) .....	\$ <u>Unlimited</u>	\$ <u>3,411,576</u>
<b>Total</b> .....	<b>\$ <u>Unlimited</u></b>	<b>\$ <u>3,411,576</u></b>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>30</u>	\$ <u>3,411,576</u>
Non-accredited Investors .....	_____	\$ _____
<b>Total (for filings under Rule 504 only)</b> .....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
<b>Total</b> .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees .....	<input type="checkbox"/>	\$ <u>0</u>
Accounting Fees .....	<input type="checkbox"/>	\$ <u>0</u>
Engineering Fees .....	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify) _____ .....	<input type="checkbox"/>	\$ <u>0</u>
<b>Total</b> .....	<input type="checkbox"/>	\$ <u>0</u>

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

\$ 3,411,576

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase of real estate .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Repayment of indebtedness .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Working capital .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Other (specify): <u>Purchase of shares subject to options sold</u>	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 3,411,576
<u>in the offering</u>		
.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 3,411,576
Column Totals .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 3,411,576
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ 3,411,576	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) American Medical Association	Signature <i>Denise H. Hagerty</i>	Date 1-15-02
Name of Signer (Print or Type) Denise H. Hagerty	Title of Signer (Print or Type) Vice President and Chief Financial Officer	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)