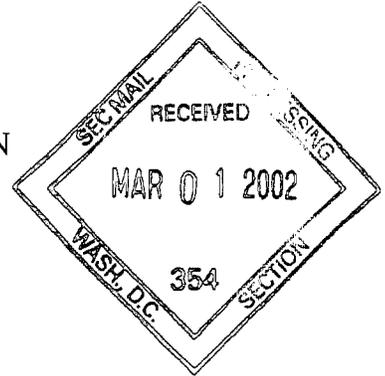




**FORM 6-K**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549



**Report of Foreign Issuer**

PE  
For the period December 1, 2001 to February 4, 2002

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

Anthony Clark International Insurance Brokers Ltd.  
(Translation of registrant's name into English)

PROCESSED  
MAR 08 2002  
THOMSON  
FINANCIAL

10333 Southport Road S.W., Suite 355, Calgary, Alberta, Canada T2W 3X6  
(Address of principal executive offices)

[Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.]

Form 20-F  Form 40-F

[Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.]

Yes  No

[If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-]

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 5, 2002

Anthony Clark International Insurance Brokers Ltd.  
(Registrant)

By [Signature]  
(Signature)\*

Joseph P. Giuffre  
(Name)

Secretary and Director  
(Title)

\* Print the name and title of the signing officer under his signature.

*[Handwritten initials]*

# FORM: 1 | CHANGE IN OUTSTANDING AND RESERVED SECURITIES

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**WHEN TO FILE:** Within 10 days after the end of each month in which any change to the number of outstanding or reserved listed securities has occurred (including a reduction in such number that results from a cancellation or redemption of securities). If no such change has occurred, a nil report should be filed.

**HOW:** **For Companies Reporting to the Toronto TSE Office:**  
Via fax to 416.947.4547 or via email to [companyreg@tse.com](mailto:companyreg@tse.com)

**For Companies Reporting to the Montreal TSE Office:**  
Via fax to 514.871.3533 or via email to [companyreg@tse.com](mailto:companyreg@tse.com)

**QUESTIONS:** **For Companies Reporting to the Toronto TSE Office:**  
Email [companyreg@tse.com](mailto:companyreg@tse.com) or contact the TSE Company Reporting representative who is responsible for the Company (based on the first letter(s) of the Company's name), as follows:

Company Name	Phone
A – Em	416.947.4538
En – N	416.947.4504
O – Z	416.947.4616

**For all Companies Reporting to the Montreal TSE Office:**  
Call 514.871.7874

**NOTE:** The Company may customize the form to ensure that the charts below contain all applicable information relating to the issuer. Each share compensation arrangement which involves the issuance of treasury securities must have its own chart.

This Form replaces the "Changes in Capital Structure" form.

Although the Closing Issued and Outstanding Share Balance figure to be entered on the last line of Section A of this Form will be posted on the TSE website, no other information provided by the Company in this Form will be made available for public view.

**CHANGE IN OUTSTANDING AND RESERVED SECURITIES**

ISSUED AND OUTSTANDING SHARE SUMMARY		# of Shares	Balance
	Issued and Outstanding – Opening Balance*	7,692,055	7,692,055
<b>ADD:</b>	Stock Options Exercised		
	Share Purchase Plan		
	Dividend Reinvestment Plan		
	Exercise Warrants		
	Private Placement		
	Conversion		
	Other Issuance (provide description)		
<b>SUBTRACT:</b>	Issuer Bid Purchase		
	Redemption		
	Other Cancellation (provide description)		
	<b>Closing Issued and Outstanding Share Balance*</b>	<b>7,692,055</b>	<b>7,692,055</b>

**NOTE:** If any of the Company's securities of a listed class are held by the Company itself or by any subsidiary of the Company (which securities are herein referred to as "internally-held securities"), such internally-held securities must not be counted as "issued and outstanding."

Internally-held securities may result from the Company not cancelling shares acquired pursuant to an issuer bid or as a consequence of a subsidiary of the Company retaining or obtaining shares of the Company through a merger, amalgamation, arrangement or reorganization involving the Company.

**RESERVED FOR SHARE COMPENSATION ARRANGEMENTS**

A.	Share Purchase Plans and / or Agreement(s)	# of Shares	Balance
	NAME OF PROGRAM:		
	Opening Reserve for Share Purchase Plan / Agreement		
	Additional Shares Listed Pursuant to the Plan (ADD)		
	Shares Issued from Treasury (SUBTRACT)		
	<b>Closing Reserve for Share Purchase Plan</b>		<b>N/A</b>
B.	Dividend Reinvestment Plan (DRIP) — for shareholders	# of Shares	Balance
	NAME OF PROGRAM:		
	Opening Reserve for Dividend Reinvestment Plan		
	Additional Shares Listed Pursuant to the Plan (ADD)		
	Shares Issued (SUBTRACT)		
	<b>Closing Reserve for Dividend Reinvestment Plan</b>		<b>N/A</b>

**RESERVED FOR SHARE COMPENSATION ARRANGEMENTS**

**C. Stock Option Plan and / or Agreement**

NAME OF PROGRAM: STOCK OPTION PLAN

<b>Stock Options Outstanding — Opening Balance</b>	<b>986,400</b>
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Options Granted: (ADD)

Date of Grant	Name of Optionee	Expiry Date	Exercise Price	# of Options Granted
<b>SUBTOTAL</b>				<b>N/A</b>

Options Exercised: (SUBTRACT) Shares issued on exercise must also be subtracted in the table entitled "Shares Reserved" below

Date of Grant	Name of Optionee	Expiry Date	Exercise Price	# of Options Granted
<b>SUBTOTAL</b>				<b>N/A</b>

Share Appreciation Rights or Market Growth Feature ("SAR") in tandem with Stock Options.

Date of Exercise / Canc.	Name of Optionee	Date of Grant	# Options Canc.	# Shares Issued* (based on SAR Value)
<b>SUBTOTAL</b>				<b>N/A</b>

\*Shares may, or may not be issued however "Shares Reserved" (for Stock Option Plan) may require a deduction in accordance with TSE acceptance of the Plan. Please ensure all applicable changes are noted.

Options Cancelled/Terminated: (SUBTRACT) If an option is cancelled prior to its natural expiry date, for reasons other than termination of employment or natural expiry, the entry should be noted with a \* and an explanation provided below.

Date of Canc. / Term	Name of Optionee	Date of Grant	Expiry Date	Exercise Price	Number
<b>SUBTOTAL</b>				<b>N/A</b>	
<b>Stock Option Outstanding — Closing Balance</b>				<b>986,400</b>	

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**RESERVED FOR SHARE COMPENSATION ARRANGEMENTS**

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**D. Shares Reserved (for Stock Option Plan)**

NAME OF PROGRAM: STOCK OPTION PLAN	# of Shares	Balance
Opening Share Reserve Balance at beginning of period		1,309,811
Additional shares Listed Pursuant to the Plan (ADD)		
Stock Options Exercised (SUBTRACT)		
Stock Appreciation Rights (SUBTRACT)		
<b>Closing Share Reserve Balance at end of period</b>		<b>1,309,811</b>

All information reported in this Form is for the month of January, 2002.

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**Filed on behalf of the Company by:**

(please enter name and direct phone or email)

**NAME** Kathryn Cooper

**PHONE / EMAIL** (604) 891-2705 email: kathryn.cooper@gowlings.com

**DATE** February 1, 2002

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