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



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

PROCESSED

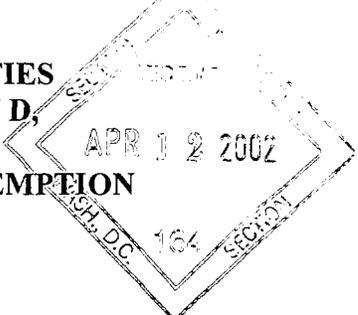
MAY 21 2002

FORM D

THOMSON
FINANCIAL

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



SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

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

Socially Responsive Equity Investment Trust (formerly Zurich Scudder Socially Responsive Equity Investment Trust):
Offering of Shares of Beneficial Interest

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

Type of Filing: [] New Filing [X] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

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

Socially Responsive Equity Investment Trust (formerly Zurich Scudder Socially Responsive Equity Investment Trust)

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

A. BASIC IDENTIFICATION DATA

There are no material changes from the information previously supplied in Part A.

B. INFORMATION ABOUT OFFERING

There are no material changes from the information previously supplied in Part B.

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	\$ 0	\$ 0
Equity	\$ 0	\$ 0
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify <u>share of beneficial interest</u>).	\$2,000,000,000	\$8795323
Total	\$2,000,000,000	\$8795323

**estimate of the aggregate offering price of the shares of beneficial interest

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	2	\$8795323
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)	N/A	N/A

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, 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	_____	\$ _____
<u>Regulation A</u>	_____	\$ _____
Rule 504	_____	\$ _____
Total	<u>0</u>	\$ <u>0</u>

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	[] \$0
Printing and Engraving Costs	[] \$0
Legal Fees	[] \$0
Accounting Fees	[] \$0
Engineering Fees	[] \$0
Sales Commissions (specify finders' fees separately)	[] \$0
Other Expenses (identify) _____	[] \$0
Total	[] \$0

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." \$

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, Payments
& To
Affiliates Others

Salaries and fees	[] \$0	[] \$0
Purchase of real estate	[] \$0	[] \$0
Purchase, rental or leasing and installation of machinery and equipment	[] \$0	[] \$0
Construction or leasing of plant buildings and facilities.....	[] \$0	[] \$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)	[] \$0	[] \$0
Repayment of indebtedness	[] \$0	[] \$0
Working capital	[] \$0	[] \$0
Other (specify): <u>Purchase of Investment Securities</u>	[] \$0	[] \$2 Billion
Column Totals	[] \$0	[] \$2 Billion
Total Payments Listed (column totals added)	[] \$2 Billion	

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) Socially Responsive Equity Investment Trust	Signature 	Date April 5, 2002
Name of Signer (Print or Type) Christopher M. Cohen	Title of Signer (Print or Type) Vice President/ Treasurer of Scudder Trust Company as Trustee of Socially Responsive Equity Investment Trust and not Individually	

ATTENTION

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