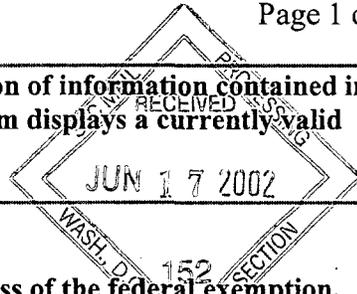


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SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



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 available state exemption state exemption unless such exemption is predicated on the filing of notice.



PROCESSED

JUL 17 2002

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

THOMSON FINANCIAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response . . . 1

FORM D 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 (check if this is an amendment and name has changed, and indicate change.) Second Offering of Partnership Interests of Tudor Futures Fund

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

Handwritten signature

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 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 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)
Jones, Paul Tudor, II

Business or Residence Address (Number and Street, City, State, Zip Code)
1275 King Street, Greenwich, Connecticut 06831

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

Full Name (Last name first, if individual)
Dalton, Mark F.

Business or Residence Address (Number and Street, City, State, Zip Code)
1275 King Street, Greenwich, Connecticut 06831

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

Full Name (Last name first, if individual)
Torell, John R.

Business or Residence Address (Number and Street, City, State, Zip Code)
1275 King Street, Greenwich, Connecticut 06831

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

Full Name (Last name first, if individual)
Paul, Andrew S.

Business or Residence Address (Number and Street, City, State, Zip Code)
1275 King Street, Greenwich, Connecticut 06831

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

Full Name (Last name first, if individual)
Fisher, Richard L.

Business or Residence Address (Number and Street, City, State, Zip Code)
Dunavant Enterprises, Inc. 3739 New Getwell Road, Memphis, TN 38118

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

Full Name (Last name first, if individual)
Houghton-Berry, Mark V.

Business or Residence Address (Number and Street, City, State, Zip Code)
The Great Burgh, Yew Tree Bottom Road, Epsom, Surrey KT18 5XT, England

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

Full Name (Last name first, if individual)
Pallotta, James J.

Business or Residence Address (Number and Street, City, State, Zip Code)
50 Rowes Wharf, 6th Floor, Boston, MA 02110

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

Full Name (Last name first, if individual)
Forlenza, Robert P.

Business or Residence Address (Number and Street, City, State, Zip Code)
50 Rowes Wharf, 6th Floor, Boston, MA 02110

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

Full Name (Last name first, if individual)
Tudor Investment Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)
1275 King Street, Greenwich, Connecticut 06831

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

Full Name (Last name first, if individual)
Macfarlane, John G., III

Business or Residence Address (Number and Street, City, State, Zip Code)
1275 King Street, Greenwich, Connecticut 06831

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

B. INFORMATION ABOUT OFFERING

- 1. 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. [X] []
- 2. What is the minimum investment that will be accepted from any individual? \$25,000.00
 (See Rider)
- 3. Does the offering permit joint ownership of a single unit? Yes No
 [X] []
- 4. 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.

Full Name (Last name first, if individual)
CIS Securities, Inc. (See Rider)

Business or Residence Address (Number and Street, City, State, Zip Code)
233 S. Wacker Drive, Suite 2300, Chicago, IL, 60606

Name of Associated Broker or Dealer
Cargill Investor Services, Inc.

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]

Full Name (Last name first, if individual)

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

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]

Full 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]
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- [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	\$0	\$0
Equity	\$0	\$0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$ *	\$29,093,845
Other (Specify _____)	\$	\$
Total.....	\$ *	\$29,093,845

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

*Ongoing - no maximum

2. Enter the number of accredited and non-accredited investors who 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.....	41	\$28,186,375
Non-accredited Investors.....	9	\$907,470
Total (for filings under Rule 504 only).....	N/A	\$0

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	N/A	\$0
Regulation A.....	N/A	\$0
Rule 504	N/A	\$0
Total	N/A	\$0

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 checked="" type="checkbox"/>	\$10,000
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$30,000
Legal Fees.....	<input checked="" type="checkbox"/>	\$20,000
Accounting Fees.....	<input type="checkbox"/>	\$
Engineering Fees.....	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$
Other Expenses (identify).....	<input type="checkbox"/>	\$
Total.....	<input checked="" type="checkbox"/>	\$60,000

(See Rider)

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-Questions 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$* _____ (* Ongoing, no maximum)
(See Rider)

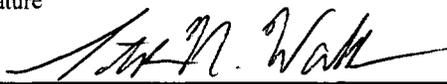
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted 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	[] \$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 _____	[X] \$ * _____
Working capital	[] \$0 _____	[] \$0 _____
Other (specify): _____	[] \$0 _____	[] \$0 _____
Column Totals	[] \$0 _____	[X] \$ * _____

Total Payments Listed (column totals added)..... [X] \$ * _____
(See Rider)
*Ongoing- no maximum

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) Tudor Futures Fund	Signature 	Date June 12, 2002
Name of Signer (Print or Type) Stephen N. Waldman	Title (Print or Type) Vice President and Associate General Counsel, Tudor Investment Corporation, the General Partner	

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

TUDOR FUTURES FUND

Rider to Form D

Item B.2

The minimum investment stated in the Private Placement Memorandum and Disclosure Document of the Issuer is \$25,000. However, such minimum may be waived at the discretion of the General Partner and has been waived on occasion.

Item B.4

CIS Securities, Inc. ("CIS Securities") serves as Selling Agent for the Issuer. CIS Securities receives no sales commissions from investors or from the proceeds of the offering for its services as Sales Agent. CIS Securities is paid \$5,000 annually by the General Partner (not the Issuer) for its services.

Item C.4.a.

The expenses shown in this part are borne by the General Partner of the Issuer, not the Issuer itself.

Item C.4.b and C.5

Because certain of the expenses shown in Item C.4.a are paid by the General Partner, and not the Issuer, "adjusted gross proceeds to the issuer" and the use of such proceeds (reflected in Items C.4.b and C.5) reflect only the estimated proceeds of the aggregate offering.