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

Form 13F

Form 13F COVER PAGE



02068542

Report for the Calendar Year or Quarter Ended: March 31, 2002

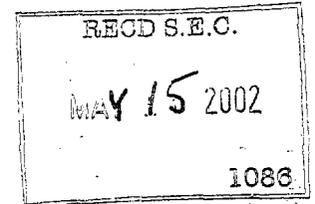
Check here if Amendment [ ] ; Amendment Number:

This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries

Institutional Investment Manager Filing this Report:

Name: David P. Berkowitz  
Address: c/o Gotham Partners Management Co., L.L.C.  
110 East 42nd Street, 18th Floor  
New York, New York 10017

CONFIDENTIAL TREATMENT DENIED



Form 13F File Number: 28-6906

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: David P. Berkowitz  
Title: Manager  
Phone: (212) 286-0300

PROCESSED  
APR 14 2003  
THOMSON FINANCIAL

Signature, Place, and Date of Signing:

 New York, New York 05/14/02

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Report Type (Check only one.):

- [ X ] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- [ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- [ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
28-	NONE

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## Report Summary:

Number of Other Included Managers: 4  
\_\_\_\_\_  
Form 13F Information Table Entry Total: 8  
\_\_\_\_\_  
Form 13F Information Table Value Total: \$53,983  
\_\_\_\_\_  
(thousands)

## List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	28-6908	William A. Ackman
2	28-6904	Section H. Partners, L.P.
3	28-7474	Gotham International Advisors, L.L.C.
4	28-5717	Gotham Holdings Management, L.L.C.

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FORM 13F - CONFIDENTIAL TREATMENT REQUESTED

Form 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ PRN CALL	INVESTMENT DISCRETION MANAGERS	OTHER SOLE SHARED NONE	VOTING AUTHORITY
BE FREE INC	COM	073308108	5,048	3,059,467	SH	SHARED-OTHER 1,2,4		3,059,467
BE FREE INC	COM	073308108	997	604,060	SH	SHARED-OTHER 1,3		604,060
LANDAMERICA FINL GROUP INC	COM	514936103	13,866	400,395	SH	SHARED-OTHER 1,2,4		400,395
LANDAMERICA FINL GROUP INC	COM	514936103	4,038	116,605	SH	SHARED-OTHER 1,3		116,605
ERIE INDYTY CO	CL A	29530P102	2,073	50,955	SH	SHARED-OTHER 1,2,4		50,955
ERIE INDYTY CO	CL A	29530P102	209	5,145	SH	SHARED-OTHER 1,3		5,145
PRE PAID LEGAL SVCS INC	COM	740065107	24,501	857,862	SH	SHARED-OTHER 1,2,4		857,862
PRE PAID LEGAL SVCS INC	COM	740065107	3,251	113,838	SH	SHARED-OTHER 1,3		113,838

**LEGEND OF ABBREVIATIONS: MANAGERS**

Main Filer: David P. Berkowitz  
Other #1 William A. Ackman  
Other #2 Section H Partners, L.P.  
Other #3 Gotham International Advisers, L.L.C.  
Other #4 Gotham Holdings Management, L.L.C.