

13FCOMP 2/6/03



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

CONFIDENTIAL

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2001

Check here if Amendment [] ; Amendment Number: _____

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

REC'D S.E.C.
FEB 14 2002
1086

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

02/13/02

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

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	4
Form 13F Information Table Entry Total:	8
Form 13F Information Table Value Total:	\$39,927
	(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 PRN CALL	PUT/ DISCRETION MANAGERS	OTHER SOLE SHARED	VOTING AUTHORITY NONE
BE FREE INC	COM	073308108	6,775	3,195,675	SH	SHARED-OTHER 1,2,4	3,195,675
BE FREE INC	COM	073308108	1,395	604,060	SH	SHARED-OTHER 1,3	604,060
LANDAMERICA FINL GROUP INC	COM	514936103	7,310	254,695	SH	SHARED-OTHER 1,2,4	254,695
LANDAMERICA FINL GROUP INC	COM	514936103	3,143	116,605	SH	SHARED-OTHER 1,3	116,605
ERIE INDYTY CO	COM	29530P102	1,961	50,955	SH	SHARED-OTHER 1,2,4	50,955
ERIE INDYTY CO	COM	29530P102	200	5,145	SH	SHARED-OTHER 1,3	5,145
PRE PAID LEGAL SVCS INC	COM	740065107	17,271	788,647	SH	SHARED-OTHER 1,2,4	788,647
PRE PAID LEGAL SVCS INC	COM	740065107	1,872	90,653	SH	SHARED-OTHER 1,3	90,653

same

same

12/31/02

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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.