

This form 13F contains securities holdings for which confidential treatment is requested for the quarter ended September 30, 2002.



02070059

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 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: FMR Corp.
Address: 82 Devonshire Street
Boston, MA 02109

CONFIDENTIAL TREATMENT EXPIRED

13F File Number: 28-451

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: Eric D. Roiter
Title: Senior Vice President and General Counsel,
Fidelity Management & Research Company
Phone: 617-563-1742
Signature, Place, and Date of Signing:

Eric D. Roiter

Boston, MA

November 14, 2002

Report Type (Check only one.):
☒ 13F HOLDINGS REPORT.

☐ 13F NOTICE

☐ 13F COMBINATION REPORT

List of other managers reporting for this manager:

NONE

FORM 13F SUMMARY PAGE

Report Summary:

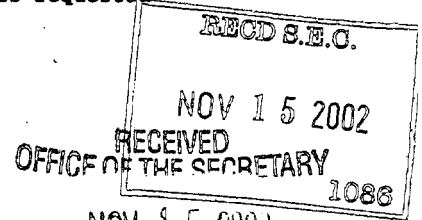
Number of Other Included Managers: 5

Form 13F Information Table Entry Total: 128

Form 13F Information Table Value Total: \$2,644,188 (x1000)

List of Other Included Managers:

No.	Form 13F File Number	Name
1	28-450	Fidelity Management & Research Company
2	28-1054	Fidelity Management Trust Company
3	28-5421	Strategic Advisers Incorporated
4	28-6635	Fidelity Investors Management, LLC
5	28-6639	FMR Co., Inc.



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PROCESSED

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FINANCIAL**

<TABLE>
<CAPTION>

NAME OF ISSUER <S>	-TITLE OF CLASS- <C>	--CUSIP-- <C>	VALUE X\$1000 <C>	SHARES/ PRN AMT <C>	SH/ PRN CALL <C>	PUT/ INVTMT <C>	-----VOTING AUTHORITY-----			
							SOLE <C>	SHARED <C>	NONE <C>	
AGCO CORP	COM	001084102	59371	2559095 SH		DEFINED 1 5	12074	0	2547021	
ADVANCED AUTO PARTS INC	COM	00751Y106	32467	615600 SH		DEFINED 1 5	0	0	615600	
AEROFLEX INC	COM	007768104	4765	945500 SH		DEFINED 1 5	0	0	945500	
AGERE SYS INC	CL B	00845V209	32821	33153005 SH		DEFINED 1 5	993022	0	32159983	
AGERE SYS INC	CL B	00845V209	9	8859 SH		DEFINED 2	0	0	8859	
ALLSTATE CORP	COM	020002101	339714	9555946 SH		DEFINED 1 5	150765	0	9405181	
ALLSTATE CORP	COM	020002101	20812	585424 SH		DEFINED 2	538631	0	46793	
ALLSTATE CORP	COM	020002101	405	11408 SH		DEFINED 3	11408	0	0	
AMERICAN MED SYS HLDGS INC	COM	02744M108	23294	1122600 SH		DEFINED 1 5	0	0	1122600	
AMERICAN TOWER CORP	CL A	029912201	5792	3642480 SH		DEFINED 1 5	0	0	3642480	
AMERICAN TOWER CORP	CL A	029912201	35	21900 SH		DEFINED 2	18987	0	2913	
ANGELICA CORP	COM	034663104	4792	233000 SH		DEFINED 1 5	23028	0	199972	
AVERY DENNISON CORP	COM	053611109	78350	1375050 SH		DEFINED 1 5	0	0	1375050	
AVERY DENNISON CORP	COM	053611109	4138	72629 SH		DEFINED 2	68948	0	3681	
BEBE STORES INC	COM	075571109	6567	556000 SH		DEFINED 1 5	0	0	556000	
BEBE STORES INC	COM	075571109	6244	528700 SH		DEFINED 2	528700	0	0	
BELL MICROPRODUCTS INC	COM	078137106	1351	323105 SH		DEFINED 1 5	186	0	322919	
BOSTON COMMUNICATIONS GROUP	COM	100582105	4154	402500 SH		DEFINED 2	402500	0	0	
BRASS EAGLE INC	COM	10553F106	988	152500 SH		DEFINED 1 5	0	0	152500	
BUSINESS OBJECTS S A	SPONSORED ADR	12328X107	16692	1571700 SH		DEFINED 1 5	40145	0	1531555	
BUSINESS OBJECTS S A	SPONSORED ADR	12328X107	824	77600 SH		DEFINED 2	74700	0	2900	
CEC ENTMT INC	COM	125137109	20607	604130 SH		DEFINED 1 5	2742	0	601388	
CEC ENTMT INC	COM	125137109	34	1000 SH		DEFINED 4	1000	0	0	
CSG SYS INTL INC	COM	126349109	17398	1596114 SH		DEFINED 1 5	0	0	1596114	
CALIPER TECHNOLOGIES CORP	COM	130876105	1943	463800 SH		DEFINED 1 5	0	0	463800	
CENTRAL GARDEN & PET CO	COM	135527106	6174	360846 SH		DEFINED 1 5	0	0	360846	
CERIDIAN CORP NEW	COM	156779100	48336	3392000 SH		DEFINED 1 5	21616	0	3370384	
CERIDIAN CORP NEW	COM	156779100	3042	213480 SH		DEFINED 2	209499	0	3981	
CHANNEL COML CORP	COM	159186105	1231	363000 SH		DEFINED 1 5	0	0	363000	
CONSTELLATION BRANDS INC	CL A	21036P108	31259	1353200 SH		DEFINED 1 5	0	0	1353200	
CONSTELLATION BRANDS INC	CL A	21036P108	6948	300800 SH		DEFINED 2	300800	0	0	
CONSTELLATION BRANDS INC	CL A	21036P108	26	1100 SH		DEFINED 4	1100	0	0	
DANKA BUSINESS SYS PLC	SPONSORED ADR	236277109	2195	1045100 SH		DEFINED 1 5	36152	0	1008948	
DOLLAR TREE STORES INC	COM	256747106	39891	1809920 SH		DEFINED 1 5	5626	0	1804294	
EDWARDS LIFESCIENCES CORP	COM	28176E108	27733	1083749 SH		DEFINED 1 5	20663	0	1063086	
EDWARDS LIFESCIENCES CORP	COM	28176E108	4858	189851 SH		DEFINED 2	189851	0	0	
EDWARDS LIFESCIENCES CORP	COM	28176E108	2	80 SH		DEFINED 3	80	0	0	
FERRO CORP	COM	315405100	8496	367790 SH		DEFINED 1 5	0	0	367790	
FERRO CORP	COM	315405100	5690	246300 SH		DEFINED 2	241381	0	4919	
FIRST CMNTY BANCORP CALIF	COM	31983B101	3597	124600 SH		DEFINED 1 5	0	0	124600	
FIRST CMNTY BANCORP CALIF	COM	31983B101	6999	242437 SH		DEFINED 2	242437	0	0	
FORRESTER RSH INC	COM	346563109	2593	173200 SH		DEFINED 1 5	0	0	173200	
FORRESTER RSH INC	COM	346563109	1964	131200 SH		DEFINED 2	131200	0	0	
G & K SVCS INC	CL A	361268105	11207	331081 SH		DEFINED 1 5	0	0	331081	
G & K SVCS INC	CL A	361268105	152	4500 SH		DEFINED 2	4500	0	0	
GARDEN FRESH RESTAURANT CORP	COM	365235100	942	99500 SH		DEFINED 1 5	0	0	99500	
GARDEN FRESH RESTAURANT CORP	COM	365235100	1005	106200 SH		DEFINED 2	106200	0	0	
GENTIVA HEALTH SERVICES INC	COM	37247A102	5310	642100 SH		DEFINED 1 5	147818	0	494282	
GETTY IMAGES INC	COM	374276103	12059	601151 SH		DEFINED 1 5	0	0	601151	
GETTY IMAGES INC	COM	374276103	11594	577969 SH		DEFINED 2	564905	0	13065	
GLOBAL IMAGING SYSTEMS	COM	37934A100	5626	298000 SH		DEFINED 1 5	0	0	298000	
GLOBAL IMAGING SYSTEMS	COM	37934A100	283	14990 SH		DEFINED 4	14990	0	0	
GREEN MTN COFFEE INC	COM	393122106	1827	141700 SH		DEFINED 1 5	0	0	141700	

HEALTHSOUTH CORP	COM	421924101	25084	6044319	SH	DEFINED 1 5	0	0	6044319
INTERMET CORP	COM	45881K104	3723	774000	SH	DEFINED 1 5	0	0	774000
ISHARES TR	RUSSELL MCP VL	464287473	580	8900	SH	DEFINED 1 5	0	0	8900
ISHARES TR	RUSSELL MCP VL	464287473	522	8000	SH	DEFINED 2	8000	0	0
KRONOS INC	COM	501052104	6677	271100	SH	DEFINED 1 5	0	0	271100
LAM RESEARCH CORP	COM	512807108	44037	4948045	SH	DEFINED 1 5	10427	0	4937618
LOCAL FINL CORP	COM	539553107	9340	676300	SH	DEFINED 1 5	0	0	676300
MPS GROUP INC	COM	553409103	11799	2034400	SH	DEFINED 1 5	0	0	2034400
MPS GROUP INC	COM	553409103	1763	303900	SH	DEFINED 2	303900	0	0
MARINEMAX INC	COM	567908108	5175	574400	SH	DEFINED 2	574400	0	0
MARKEL CORP	COM	570535104	39408	197850	SH	DEFINED 1 5	10664	0	187186
MARKEL CORP	COM	570535104	2271	11400	SH	DEFINED 2	11400	0	0
METTLER TOLEDO INTERNATIONAL	COM	592688105	26326	1012530	SH	DEFINED 1 5	30878	0	981652
MICHAELS STORES INC	COM	594087108	44384	971200	SH	DEFINED 1 5	0	0	971200
MICROSEMI CORP	COM	595137100	10579	1885800	SH	DEFINED 1 5	0	0	1885800
NETBANK INC	COM	640933107	5574	535500	SH	DEFINED 1 5	0	0	535500
NETBANK INC	COM	640933107	6591	633200	SH	DEFINED 2	633200	0	0
99 CENTS ONLY STORES	COM	65440K106	22936	1108000	SH	DEFINED 1 5	995	0	1107005
99 CENTS ONLY STORES	COM	65440K106	3937	190180	SH	DEFINED 2	177980	0	12200
OFFICE DEPOT INC	COM	676220106	105816	8575090	SH	DEFINED 1 5	27264	0	8547826
OFFICE DEPOT INC	COM	676220106	16396	1328702	SH	DEFINED 2	1195070	0	133632
OFFICE DEPOT INC	COM	680665205	59635	3640742	SH	DEFINED 1 5	0	0	3640742
OLIN CORP	COM	680665205	1552	94760	SH	DEFINED 2	94760	0	0
OLIN CORP	COM	68388R208	4880	638800	SH	DEFINED 1 5	0	0	638800
OPTIMAL ROBOTICS CORP	CL A	69840W108	18401	681500	SH	DEFINED 1 5	0	0	681500
PANERA BREAD CO	CL A	705904100	1256	1141790	SH	DEFINED 1 5	0	0	1141790
PEGASUS COMMUNICATIONS CORP	COM	707247102	2617	289200	SH	DEFINED 1 5	19997	0	269203
PENN-AMER GROUP INC	COM	707247102	69	7600	SH	DEFINED 2	7600	0	0
PENICOM SEMICONDUCTOR CORP	COM	713831105	3409	395520	SH	DEFINED 1 5	0	0	395520
PEROT SYS CORP	CL A	714265105	20322	2185161	SH	DEFINED 1 5	225	0	2184935
PEROT SYS CORP	CL A	714265105	437	46989	SH	DEFINED 2	46989	0	0
PETCO ANIMAL SUPPLIES	COM NEW	716016209	40697	1876300	SH	DEFINED 1 5	2529	0	0
PETCO ANIMAL SUPPLIES	COM NEW	716016209	1217	56100	SH	DEFINED 2	56100	0	0
PIXAR	COM	725811103	104070	2163600	SH	DEFINED 1 5	0	0	2163600
PRIDE INTL INC DEL	COM	74153Q102	55864	4297212	SH	DEFINED 1 5	3082	0	4294131
PRIDE INTL INC DEL	COM	74153Q102	5778	444488	SH	DEFINED 2	444488	0	0
PRIVATEBANCORP INC	COM	742962103	2305	75400	SH	DEFINED 1 5	0	0	75400
PRIVATEBANCORP INC	COM	742962103	929	30400	SH	DEFINED 2	30400	0	0
RAMSAY YOUTH SVCS INC	COM NEW	75158K206	562	140500	SH	DEFINED 1 5	0	0	140500
RARE HOSPITALITY INTL INC	COM	753820109	7026	300000	SH	DEFINED 1 5	0	0	300000
RARE HOSPITALITY INTL INC	COM	753820109	234	10000	SH	DEFINED 2	10000	0	0
RATIONAL SOFTWARE CORP	COM NEW	75409P202	17915	4146900	SH	DEFINED 1 5	0	0	0
RATIONAL SOFTWARE CORP	COM NEW	75409P202	20	4551	SH	DEFINED 2	33334	0	4113566
REALNETWORKS INC	COM	75605L104	9616	2663800	SH	DEFINED 1 5	4294	0	257
REALNETWORKS INC	COM	75605L104	69	19200	SH	DEFINED 2	191491	0	2472309
REALNETWORKS INC	COM	75968L105	17115	1204389	SH	DEFINED 1 5	19200	0	0
SCP POOL CORP	COM	784028102	7228	263700	SH	DEFINED 1 5	0	0	1204389
SCP POOL CORP	COM	784028102	17375	633910	SH	DEFINED 2	611596	0	263700
SAFEMAY INC	COM NEW	786514208	269504	12085400	SH	DEFINED 1 5	33187	0	22314
SAFEMAY INC	COM NEW	786514208	3859	173061	SH	DEFINED 2	169127	0	12052214
SAFEMAY INC	COM NEW	786514208	76	3400	SH	DEFINED 4	3400	0	3934
SAKS INC	COM	79377W108	18914	1796190	SH	DEFINED 1 5	1633	0	1794557
SAKS INC	COM	79377W108	10493	996520	SH	DEFINED 2	984952	0	1633
SCRIPPS E W CO OHIO	CL A	811054204	101785	1468750	SH	DEFINED 1 5	176	0	11568
SCRIPPS E W CO OHIO	CL A	811054204	6791	97990	SH	DEFINED 2	96105	0	1468574
SCRIPPS E W CO OHIO	CL A	811054204	63	900	SH	DEFINED 4	900	0	1885
SMURFIT-STONE CONTAINER CORP	COM	832727101	37195	2958990	SH	DEFINED 1 5	1858	0	2957132

SMURFIT-STONE CONTAINER CORP	COM	832727101	3514	279600	SH	DEFINED 2	217173	0	62427
SOMERA COMMUNICATION	COM	834458101	2133	1040550	SH	DEFINED 1 5	0	0	1040550
SOUNDVIEW TECHNOLOGY GROUP N	COM	836110109	1923	1479100	SH	DEFINED 1 5	0	0	1479100
SPARTAN MTRS INC	COM	846819100	2382	228500	SH	DEFINED 1 5	0	0	228500
TELLABS INC	COM	879664100	49957	12274485	SH	DEFINED 1 5	0	0	12274485
UNIVISION COMMUNICATIONS INC	CL A	914906102	87518	3838490	SH	DEFINED 1 5	362043	0	3476447
UNIVISION COMMUNICATIONS INC	CL A	914906102	4841	212315	SH	DEFINED 2	156741	0	55574
UNIVISION COMMUNICATIONS INC	CL A	914906102	123	5400	SH	DEFINED 4	5400	0	0
VERITAS SOFTWARE CO	COM	9234336109	207071	14115300	SH	DEFINED 1 5	75726	0	14039574
VERITAS SOFTWARE CO	COM	9234336109	2932	199849	SH	DEFINED 2	181742	0	18107
VERITAS SOFTWARE CO	COM	9234336109	132	9000	SH	DEFINED 4	9000	0	0
WEEMD CORP	COM	94769M105	20780	4114900	SH	DEFINED 1 5	9065	0	4105835
WEIGHT WATCHERS INTL INC NEW	COM	948626106	65231	1504400	SH	DEFINED 1 5	0	0	1504400
WEIGHT WATCHERS INTL INC NEW	COM	948626106	256	5900	SH	DEFINED 2	5900	0	0
WHITEHALL JEWELLERS INC	COM	965063100	7919	752800	SH	DEFINED 1 5	0	0	752800
YOUNG INNOVATIONS INC	COM	987520103	6732	251000	SH	DEFINED 1 5	22742	0	228258
ZOMAX INC MINN	COM	989929104	3697	948000	SH	DEFINED 1 5	0	0	948000

</TABLE>