13FCON P 2/17/04

CONFIDENTIAL TREATMENT REQUESTED

CONFIDENTIAL TREATMENT EXPIRED

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RECD S.E.C.

FEB 14 2003

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 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: **Chesapeake Partners Management Co., Inc.**
Address: **1829 Reisterstown Road**
Suite 420
Baltimore, Maryland 21208

Form 13F File Number: **28- 4120**

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: **Mark D. Lerner**
Title: **Vice President**
Phone: **(410) 602-0195**

Signature, Place, and Date of Signing:

/s/ Mark D. Lerner	Baltimore, Maryland	02/14/03
[Signature]	[City, State]	[Date]

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).)

PROCESSED

AUG 19 2004

THOMSON FINANCIAL

CONFIDENTIAL TREATMENT REQUESTED

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: **0**

Form 13F Information Table Entry Total: **28**

Form 13F Information Table Value Total: **$368,334**
(thousands)

List of Other Included Managers:

Provide a numbered list of 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.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

None

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FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
									VOTING AUTHORITY		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
AT&T Corp.	Common	001957505	6,775	259,469	SH		SOLE		SOLE		
Ameripath Inc.	Common	03071D109	2,513	116,900	SH		SOLE		SOLE		
Dole Food Co, Inc.	Common	256605106	11,462	351,800	SH		SOLE		SOLE		
Hoover's Inc.	Common	439321100	286	40,400	SH		SOLE		SOLE		
Household International	Common	441815107	23,491	844,700	SH		SOLE		SOLE		
Household International	Common	441815107	1,391	50,000	SH	CALL	SOLE				NONE
International Specialty Products Inc.	Common	460337108	1,564	153,200	SH		SOLE		SOLE		
Pharmacia Corporation	Common	71713U102	91,835	2,197,000	SH		SOLE		SOLE		
P&O Princess Cruises Plc	Common	693070104	2,347	84,600	SH		SOLE		SOLE		
Rational Software Corp	Common	75409P202	9,937	956,400	SH		SOLE		SOLE		
Rawlings Sporting Goods Co.	Common	754459105	1,343	152,400	SH		SOLE		SOLE		
Rotech Healthcare, Inc.	Common	778669101	13,203	790,593	SH		SOLE		SOLE		
Taubman Centers Inc.	Common	876664103	1,055	65,000	SH		SOLE		SOLE		
Unilab Corporation	Common	904763208	17,978	982,392	SH		SOLE		SOLE		

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									VOTING AUTHORITY		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
Canada Life Financial Corp.	Common	135113108	15,319	600,000	SH		SOLE		SOLE		
Citigroup, Inc.	Common	172967101	19,773	561,900	SH		SOLE		SOLE		
Comcast Corp CL A	Common	20030N101	20,298	861,192	SH		SOLE		SOLE		
Comcast Corp CL A	Common	20030N200	8,304	367,600	SH		SOLE		SOLE		
Constar International	Common	21036U107	1,175	100,000	SH		SOLE		SOLE		
Dreyers Grand Ice Cream	Common	261878102	16,750	236,055	SH		SOLE		SOLE		
General Electric	Common	369604103	6,940	285,000	SH		SOLE		SOLE		
Panamerican Beverages, Inc.	Common	P74823108	5,091	245,000	SH		SOLE		SOLE		
Playtex	Common	72813P100	1,499	151,700	SH		SOLE		SOLE		
Precise Software Solution Ltd	Common	M41450103	7,330	444,000	SH		SOLE		SOLE		
Singing Machine, Inc.	Common	829322304	568	63,100	SH		SOLE		SOLE		
Travelers Property Casualty CL B	Common	89420G406	2,650	180,878	SH		SOLE		SOLE		
Vivendi Universal	Common	92851S204	4,974	309,492	SH		SOLE		SOLE		

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									VOTING AUTHORITY		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
Gucci Group NV	Common	401566104	72,483	791,300	SH		SOLE		SOLE		