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PHILADELPHIA SUBURBAN CORP
Form 8-K
May 14, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 13, 2003

Philadelphia Suburban Corporation

(Exact Name of Registrant Specified in Charter)

Pennsylvania	001-06659	23-1702594
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
762 West Lancaster Avenue Bryn Mawr, Pennsylvania		19010-3489
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(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: (610) 527-8000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

On April 3, 2003, Philadelphia Suburban Corporation ("PSC") filed with the Securities and Exchange Commission (the "Commission") a shelf registration statement on Form S-3 (Registration No. 333-104290) (the "Registration Statement"). The Commission declared the Registration Statement effective on April 25, 2003. On May 13, 2003, PSC entered into an Underwriting Agreement (the "Underwriting Agreement") relating to the offering of up to 1,495,000 shares (including an option to purchase 195,000 shares) of common stock of

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PSC (the "Shares"). The Underwriting Agreement is attached to this report as Exhibit 1.1 and the opinion regarding legality of the securities registered by the Registration Statement is attached to this report as Exhibit 5.1.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

1.1 Underwriting Agreement, dated May 13, 2003, among Philadelphia Suburban Corporation, Edward D. Jones & Co., L.P. and Janney Montgomery Scott LLC.

5.1 Opinion of Morgan, Lewis & Bockius LLP regarding legality of securities.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Philadelphia Suburban Corporation

By: /s/ Roy H. Stahl

Roy H. Stahl
Executive Vice President and General Counsel

Dated: May 14, 2003

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Exhibit Index

Exhibit

- 1.1 Underwriting Agreement, dated May 13, 2003, among Philadelphia Suburban Corporation, Edward D. Jones & Co., L.P. and Janney Montgomery Scott LLC.

- 5.1 Opinion of Morgan, Lewis & Bockius LLP regarding legality of securities.