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MEMBERWORKS INC  
Form SC 13G/A  
September 05, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

MEMBERWORKS INCORPORATED  
(Name of Issuer)

Common Stock, par value \$.01 per share  
(Title of Class of Securities)

586002 10 7  
(CUSIP Number)

August 12, 2002  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 586002 10 7

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Thomas W. Smith  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZEN OR PLACE OF ORGANIZATION

United States

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	5	SOLE VOTING POWER	
NUMBER OF		839,188	
SHARES	6	SHARED VOTING POWER	
BENEFICIALLY		1,375,700	
OWNED BY EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		839,188	
PERSON	8	SHARED DISPOSITIVE POWER	
WITH		1,375,700	

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,214,888

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10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

16.0%

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12 TYPE OF REPORTING PERSON

IN

-----

2

CUSIP No. 586002 10 7

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Thomas N. Tryforos

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

-----

3 SEC USE ONLY

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4 CITIZEN OR PLACE OF ORGANIZATION

United States

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	5	SOLE VOTING POWER	
NUMBER OF		34,608	
SHARES	6	SHARED VOTING POWER	

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BENEFICIALLY	1,375,700
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OWNED BY EACH	7 SOLE DISPOSITIVE POWER
REPORTING	34,608
-----	
PERSON	8 SHARED DISPOSITIVE POWER
WITH	1,375,700
-----	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	1,410,308
-----	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	Not Applicable
-----	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	10.2%
-----	
12	TYPE OF REPORTING PERSON
	IN
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ITEM 1. (a) Name of Issuer:

Memberworks Incorporated

(b) Address of Issuer's Principal Executive Offices:

9 West Broad Street  
Stamford, CT 06902

ITEM 2. (a) Name of Person Filing:

(i) Thomas W. Smith

(ii) Thomas N. Tryforos

The filing of this Statement shall not be deemed to be an admission that the filing persons comprise a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended.

(b) Address of Principal Business Office:

The following is the address of the principal business office of each of the filing persons:

323 Railroad Avenue  
Greenwich, CT 06830

(c) Citizenship:

Each of Messrs. Thomas W. Smith and Thomas N. Tryforos is a United States citizen.

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(d) Title of Class of Securities:

Common Stock, par value \$.01 per share.

(e) CUSIP Number:

586002 10 7

ITEM 3. If this Statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

If this Statement is filed pursuant to Rule 13d-1(c), check this box [x]

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ITEM 4. Ownership

(a) Thomas W. Smith - 2,214,888 shares; Thomas N. Tryforos -1,410,308 shares

(b) Thomas W. Smith - 16.0%; Thomas N. Tryforos -10.2%

(c) Each of Thomas W. Smith and Thomas N. Tryforos has shared power to vote or to direct the vote and shared power to dispose or to direct the disposition of 1,375,700 shares. Thomas W. Smith has sole power to vote and dispose of 839,188 shares and Thomas N. Tryforos has sole power to vote and dispose of 34,608 shares.

ITEM 5. Ownership of Five Percent or Less of a Class

Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Messrs. Smith and Tryforos beneficially own 1,514,888 shares in their capacities as investment managers for certain managed accounts. The managed accounts have the right to receive dividends from, and the proceeds from the sale of, the managed accounts' shares.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

ITEM 9. Notice of Dissolution of Group

Not applicable.

ITEM 10. Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing

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the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 5, 2002

/s/ Thomas W. Smith

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Thomas W. Smith

/s/ Thomas N. Tryforos

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Thomas N. Tryforos

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JOINT FILING AGREEMENT

The undersigned agree that the foregoing Statement on Schedule 13G, dated September 5, 2002, is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k)

Dated: September 5, 2002

/s/ Thomas W. Smith

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Thomas W. Smith

/s/ Thomas N. Tryforos

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Thomas N. Tryforos

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