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ATALANTA SOSNOFF CAPITAL CORP /DE/
Form 10-Q/A
August 14, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A

Quarterly Report Under Section 13 or 15(d)
of the Securities Exchange Act of 1934

For Quarter Ended:
June 30, 2002

Commission File Number: 1-9137

ATALANTA/SOSNOFF CAPITAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

13-3339071

(State or other jurisdiction
of incorporation or organization)

(I.R.S. Employer I.D. No.)

101 PARK AVENUE, NEW YORK, NEW YORK

10178

(Address of principal executive offices)

(zip code)

(212) 867-5000

(Registrant's Telephone Number, including area code)

(Former name, former address and former fiscal year if changed since
last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such following requirements for the past 90 days.

Yes No

As of August 13, 2002 there were 8,528,707 shares of common stock outstanding.

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Part II - Other Information

Item 6. Exhibits and Reports on form 8-K is hereby amended by adding the following exhibits:

(a). Exhibits

Exhibit 99.1 Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 Of The Sarbanes-Oxley Act Of 2002

Exhibit 99.2 Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 Of The Sarbanes-Oxley Act Of 2002

(b). Reports on Form 8-K

None

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 thereunto duly authorized.

ATALANTA/SOSNOFF CAPITAL CORPORATION

By: /s/ Kevin S. Kelly

Date: August 14, 2002

Kevin S. Kelly, Senior Vice President, Finance
And Chief Financial Officer