

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2002-05-14** | Period of Report: **2002-03-31**
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FILER

KENNEDY CAPITAL MANAGEMENT INC

CIK:[884589](#) | IRS No.: **431225960** | State of Incorporation: **MO** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-03133** | Film No.: **02647418**

Mailing Address
*10829 OLIVE BLVD.
ST LOUIS MO 63141*

Business Address
*10829 OLIVE BLVD
ST LOUIS MO 63141
3144320897*

<TABLE> <S> <C>
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2002

Check here if Amendment []; Amendment Number:
This Admendment (Check only one.): [] is a restatement
[] adds new holdings entries

Institutional Investment Manager Filing this Report

Name: Kennedy Capital Management, Inc.
Address: 10829 Olive Blvd.
St. Louis, MO 63141

13F File Number: 28-3133

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: Gary Campbell
Title: President
Phone: 314-432-0400
Signature, Place, and Date of Signing:

Gary Campbell, St. Louis, May 14, 2002

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

None.

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 467
Form 13F Information Table Value Total: \$1,776,875,000

List of Other Included Managers:

None.

FORM 13F

INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	OTHER MANAGERS	VOTING AUTHORITY		
									SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
3COM CORP COM	COM	885535104	7274	1190500	SH		SOLE		1129900		60600
4 KIDS ENTMT INC COM	COM	350865101	12848	644990	SH		SOLE		639190		5800
AAON INC.	COM	000360206	4382	161700	SH		SOLE		156000		5700
AAR CORP COM	COM	000361105	976	90600	SH		SOLE		90600		
ACRES GAMING INC COM	COM	004936100	504	96150	SH		SOLE		84650		11500
ACT TELECONFERENCING COM	COM	000955104	1612	317350	SH		SOLE		306000		11350
ADVANCED MARKETING SVC COM	COM	00753T105	4988	207825	SH		SOLE		199925		7900
AEROFLEX INC COM	COM	007768104	1750	136100	SH		SOLE		131450		4650
AFTERMARKET TECHNOLOGY CORP CO	COM	008318107	1190	63750	SH		SOLE		52400		11350
AGRIUM INC COM	COM	008916108	1179	112100	SH		SOLE		109100		3000
AIRTRAN HOLDINGS INC.	COM	00949P108	4348	718600	SH		SOLE		718600		
ALLEGIANT BANCORP INC COM	COM	017476102	1471	85500	SH		SOLE		85500		
ALLIANCE SEMICONDUCTOR COM	COM	01877H100	2993	259795	SH		SOLE		237345		22450
ALLIANT ENERGY CORP	COM	018802108	1931	63900	SH		SOLE		63900		
ALLTRISTA CORP COM	COM	020040101	14051	510000	SH		SOLE		510000		
ALPHARMA INC CL A	COM	020813101	17353	1213520	SH		SOLE		1193120		20400
ALVARION LTD	COM	M0861T100	465	185924	SH		SOLE		159680		26244
AMARIN CORP	COM	023111107	9813	692000	SH		SOLE		662550		29450
AMERICA FIRST MTG INVT COM	COM	023934102	2347	262270	SH		SOLE		252420		9850
AMERICAN GREETINGS CP CL A	COM	026375105	908	50000	SH		SOLE		48200		1800
AMERICAN MEDICAL SEC GRP	COM	02744P101	3289	183750	SH		SOLE		177200		6550
AMERICAN SOFTWARE CL A	COM	029683109	1950	548000	SH		SOLE		548000		
AMERICAN STATES WATER	COM	029899101	4433	125750	SH		SOLE		121300		4450
AMERIPATH INC COM	COM	03071D109	308	11500	SH		SOLE		8200		3300
AMERISERV FINANCIAL	COM	03074A102	385	77600	SH		SOLE		77600		
AMERUS GROUP CO	COM	03072M108	8670	225500	SH		SOLE		225500		
AMLI RESIDNTL PPTYS TR SH BEN	COM	001735109	5975	236900	SH		SOLE		236900		
ANADIGICS INC COM	COM	032515108	2680	217150	SH		SOLE		209750		7400
ANGELICA CORP COM	COM	034663104	2866	185000	SH		SOLE		185000		
ANNALY MTG MGMT INC COM	COM	035710409	2112	124400	SH		SOLE		120100		4300
ANWORTH MORTGAGE ASSET CORP	COM	037347101	2218	232250	SH		SOLE		223950		8300
APPLIED FILMS CORP COM	COM	038197109	2744	111550	SH		SOLE		107550		4000
APPLIED SIGNAL TECH COM	COM	038237103	5565	604900	SH		SOLE		600800		4100
ARCH CHEMICALS INC COM	COM	03937R102	2358	106950	SH		SOLE		103100		3850
ARGOSY GAMING CO COM	COM	040228108	3342	91100	SH		SOLE		91100		
ARKANSAS BEST CORP DEL COM	COM	040790107	4024	144800	SH		SOLE		139700		5100
ARRIS GROUP INC	COM	04269Q100	2114	227351	SH		SOLE		212873		14478
ASM INTL N V COM	COM	N07045102	3605	138070	SH		SOLE		133020		5050
ASSOCIATED ESTATE RLTY COM	COM	045604105	1569	153400	SH		SOLE		153400		
ASTEC INDS INC COM	COM	046224101	11048	628800	SH		SOLE		616400		12400
ATLANTIC TELE NETWORK	COM	049079205	1651	128200	SH		SOLE		127200		1000
ATMOS ENERGY CORP COM	COM	049560105	6072	257300	SH		SOLE		257300		
AUTODESK INC COM	COM	052769106	2271	48635	SH		SOLE		46935		1700
AVANT CORP COM	COM	053487104	959	47900	SH		SOLE		38400		9500
AVIALL INC NEW COM	COM	05366B102	989	109500	SH		SOLE		109500		
AVISTA CORP.	COM	05379B107	6492	418000	SH		SOLE		417500		500
BALCHEM CORP COM	COM	057665200	2301	106521	SH		SOLE		101350		5171
BANKATLANTIC BANCORP CL A	COM	065908501	13844	1064900	SH		SOLE		1064900		
BANNER CORP COM	COM	06652V109	4612	210200	SH		SOLE		210200		
BARR LABS INC COM	COM	068306109	708	10750	SH		SOLE		9750		1000
BASSETT FURNITURE INDS COM	COM	070203104	4602	224500	SH		SOLE		218600		5900
BEBE STORES INC COM	COM	075571109	345	16400	SH		SOLE		11800		4600
BENIHANA INC COM CL A	COM	082047200	1397	68500	SH		SOLE		68500		
BERRY PETROLEUM CO CL A	COM	085789105	13465	871500	SH		SOLE		871500		
BEVERLY ENTERPRISE INC COM NEW	COM	087851309	2844	395000	SH		SOLE		395000		
BINDVIEW DEV CORP COM	COM	090327107	1139	529950	SH		SOLE		510900		19050
BIO LOGIC SYS CORP COM	COM	090909102	363	75600	SH		SOLE		75600		
BIO TECHNOLOGY GEN CP COM	COM	090578105	1796	365800	SH		SOLE		347050		18750
BIO-REFERENCE LABS INC COM	COM	09057G602	1641	199450	SH		SOLE		184150		15300
BIOANALYTICAL SYS INC COM	COM	09058M103	678	98200	SH		SOLE		98200		
BIOSOURCE INTL INC COM	COM	09066H104	5029	838145	SH		SOLE		820195		17950
BLONDER TONGUE LABS COM	COM	093698108	528	151400	SH		SOLE		151400		
BLYTH INC COM	COM	09643P108	8554	322550	SH		SOLE		310900		11650
BONSO ELECTRS INTL INC COM	COM	098529308	331	125000	SH		SOLE		125000		
BOSTON COMMUNCTNS GRP COM	COM	100582105	6012	698200	SH		SOLE		698200		
BRIGHTPOINT INC COM	COM	109473108	3487	3832215	SH		SOLE		3387040		445175
BRIO SOFTWARE INC COM	COM	109704106	329	120100	SH		SOLE		120100		
BROOKTROUT TECHNOLOGY COM	COM	114580103	6207	1007600	SH		SOLE		971750		35850
BROWN SHOE INC NEW COM	COM	115736100	5836	299900	SH		SOLE		299400		500
BUCKEYE TECHNOLOGY INC COM	COM	118255108	515	50000	SH		SOLE		50000		
BUNGE LIMITED COM	COM	G16962105	1855	85700	SH		SOLE		84700		1000
BUTLER INTL INC NEW COM	COM	123649105	465	206500	SH		SOLE		206500		
CABOT OIL & GAS CORP CL A	COM	127097103	2675	108050	SH		SOLE		104150		3900
CAMTEK LTD ORD	COM	M20791105	1603	809350	SH		SOLE		791600		17750
CANDIES INC COM	COM	137409108	224	101773	SH		SOLE		101773		
CAPITAL SENIOR LIVING CORP.	COM	140475104	1914	510300	SH		SOLE		510300		
CAPTARIS INC.	COM	14071N104	2706	781950	SH		SOLE		760400		21550
CARDIAC SCIENCE INC COM NEW	COM	141410209	2091	696900	SH		SOLE		673000		23900
CARRAMERICA REALTY CORP	COM	144418100	1099	35000	SH		SOLE		35000		
CARREKER CORP COM	COM	144433109	900	103250	SH		SOLE		81400		21850

CARRIER ACCESS CORP COM	COM	144460102	1723	574459	SH	SOLE	541479	32980
CASEYS GEN STORES COM	COM	147528103	7638	565800	SH	SOLE	565800	
CATALYST SEMICONDUCTOR	COM	148881105	524	150600	SH	SOLE	117450	33150
CBI INDUSTRIES	COM	167250109	1435	48300	SH	SOLE	46650	1650
CCC INFORMATION SVS GRP.	COM	124870109	228	25000	SH	SOLE	25000	
CELERITEK INC COM	COM	150926103	7605	738353	SH	SOLE	681503	56850
CENTURY BANCORP INC CL A NON V	COM	156432106	4891	211750	SH	SOLE	204200	7550
CERES GROUP INC COM	COM	156772105	2600	571400	SH	SOLE	551100	20300
CHANNELL COML CORP COM	COM	159186105	207	37400	SH	SOLE	37400	
CHARLES RIVER ASSC COM	COM	159852102	181	12000	SH	SOLE	12000	
CHARTER COMMUNCTNS DEL CL A	COM	16117M107	260	23000	SH	SOLE	23000	
CHC HELICOPTER CORP CL A SUB V	COM	12541C203	972	58100	SH	SOLE	58100	
CHE RESTAURANTS INC COM	COM	12561e105	1149	128400	SH	SOLE	128400	
CLECO CORP COM	COM	12561W105	2803	117300	SH	SOLE	112100	5200
CNA SURETY CORP	COM	12612L108	3161	210000	SH	SOLE	210000	
COLLINS INDS INC COM	COM	194858106	56	14000	SH	SOLE	13000	1000
COLUMBIA BANCORP COM	COM	197227101	4491	256650	SH	SOLE	247500	9150
COMARCO INC COM	COM	200080109	271	26000	SH	SOLE	26000	
COMMERCIAL METALS CO COM	COM	201723103	4307	102540	SH	SOLE	98640	3900
COMMONWEALTH BANCORP COM	COM	20268X102	231	9300	SH	SOLE	9300	
COMMONWEALTH INDS DEL COM	COM	203004106	1390	187900	SH	SOLE	187900	
COMMUNITY BK SYS INC COM	COM	203607106	3650	121050	SH	SOLE	116750	4300
COMPAQ COMPUTER CORP COM	COM	204493100	110	10500	SH	SOLE	10500	
COMPUCOM SYS INC COM	COM	204780100	1010	312800	SH	SOLE	312800	
COMPUTER TASK GROUP COM	COM	205477102	799	138160	SH	SOLE	138160	
CONCOR CAMERA	COM	206156101	7062	783850	SH	SOLE	755600	28250
CONN WTR SVC INC COM	COM	207797101	3393	123880	SH	SOLE	119080	4800
CONNECTICUT BANCSHARES COM	COM	207540105	3776	137350	SH	SOLE	132450	4900
CONSOLIDATED GRAPHICS COM	COM	209341106	2700	135700	SH	SOLE	135700	
COOPER TIRE & RUBBER CO	COM	216831107	4718	217900	SH	SOLE	217900	
COVALENT GROUP INC COM	COM	222815102	551	123500	SH	SOLE	120000	3500
COVANSYS CORP	COM	22281W103	4937	658300	SH	SOLE	658300	
COVENANT TRANS INC CL A	COM	22284P105	3898	265900	SH	SOLE	256900	9000
CRAY INC	COM	225223106	1276	557100	SH	SOLE	533200	23900
CUBIC CORP COM	COM	229669106	2654	40600	SH	SOLE	40600	
CVB Financial Corp	COM	126600105	3094	153473	SH	SOLE	147961	5512
CYSIVE INC COM	COM	23281T108	1346	552000	SH	SOLE	552000	
DAKTRONICS INC COM	COM	234264109	323	40400	SH	SOLE	40400	
DATUM INC COM	COM	238208102	2265	202950	SH	SOLE	192750	10200
DAVE & BUSTERS INC COM	COM	23833N104	890	85600	SH	SOLE	85600	
DAVOX CORP COM	COM	239208101	1836	229550	SH	SOLE	222800	6750
DECTRON INTERNATIONALE COM	COM	243666104	245	40900	SH	SOLE	40900	
DEL MONTE FOODS CO COM	COM	24522P103	7248	744900	SH	SOLE	744900	
DELPHI FINL GROUP INC CL A	COM	247131105	4137	105500	SH	SOLE	105500	
DELTEK SYS INC COM	COM	24785A108	994	144000	SH	SOLE	144000	
DEVELOPERS DIVERS RLTY COM	COM	251591103	9946	473600	SH	SOLE	465400	8200
DHB INDS INC COM	COM	23321E103	1242	184300	SH	SOLE	184300	
DIMON INC COM	COM	254394109	1748	253400	SH	SOLE	253400	
DOLE FOOD INC COM	COM	256605106	14074	454000	SH	SOLE	454000	
DONALDSON INC COM	COM	257651109	1391	34600	SH	SOLE	33250	1350
DORAL FINL CORP COM	COM	25811P100	7062	208000	SH	SOLE	198300	9700
DOVER MOTORSPORTS, INC	COM	260174107	1507	92800	SH	SOLE	92800	
DSP GROUP INC COM	COM	23332B106	4107	200640	SH	SOLE	193690	6950
DURA AUTOMOTIVE SYSTEM CL A	COM	265903104	1327	69200	SH	SOLE	69200	
DYNAMICS RESH CORP COM	COM	268057106	6520	258100	SH	SOLE	258100	
EAST WEST BANCORP INC COM	COM	27579R104	1999	68250	SH	SOLE	65797	2453
EASTGROUP PROPERTIES SBI	COM	277276101	2795	108500	SH	SOLE	108500	
EBENX	COM	278668108	1264	392600	SH	SOLE	392600	
EDELBROCK CORP COM	COM	279434104	2174	166600	SH	SOLE	160600	6000
EGL INC	COM	268484102	4065	256450	SH	SOLE	247450	9000
ELBIT SYS LTD ORD	COM	M3760D101	11739	648200	SH	SOLE	638300	9900
EMCOR GROUP INC COM	COM	29084Q100	4060	70000	SH	SOLE	70000	
EMPIRE DIST ELEC CO COM	COM	291641108	6070	283800	SH	SOLE	283400	400
EMS TECHNOLOGIES INC	COM	26873N108	2107	93030	SH	SOLE	89480	3550
ENCOMPASS SVCS CORP COM	COM	29255U104	1232	696300	SH	SOLE	696300	
ENCORE MED CORP COM	COM	29256E109	1292	311400	SH	SOLE	301000	10400
ENDO PHARMACEUTICALS HOLDINGS	COM	29264F205	1154	114300	SH	SOLE	114300	
ENERGEN CORP COM	COM	29265N108	7495	283350	SH	SOLE	273250	10100
ENGINEERED SUPPORT SYS COM	COM	292866100	347	7500	SH	SOLE	5400	2100
ENTEGRIS INC COM	COM	29362U104	3513	217550	SH	SOLE	209800	7750
EPICOR SOFTWARE CORP COM	COM	29426L108	1278	555500	SH	SOLE	555500	
ERIE INDTY CO CL A	COM	29530P102	3186	78330	SH	SOLE	75480	2850
ESCO TECHNOLOGIES INC	COM	296315104	12681	326500	SH	SOLE	326500	
EXACTECH INC COM	COM	30064E109	180	12000	SH	SOLE	12000	
EXPONENT, INC.	COM	30214U102	2300	172800	SH	SOLE	172800	
FACTORY 2-U STORES, INC.	COM	303072102	658	51000	SH	SOLE	49200	1800
FACTUAL DATA CORP COM	COM	303094106	427	53400	SH	SOLE	51700	1700
FBR ASSET INVESTMENT CORP	COM	30241E303	5739	211000	SH	SOLE	211000	
FELCOR LODGING TRUST INC.	COM	31430F101	4929	231950	SH	SOLE	223700	8250
FIRST AMERN FINL CORP COM	COM	318522307	2228	104711	SH	SOLE	103200	1511
FIRST COMWLTH FINL PA COM	COM	319829107	4368	329900	SH	SOLE	329900	
FIRST FED CAP CORP COM	COM	319960100	7408	393000	SH	SOLE	393000	
FIRST OAK BROOK BANSHARES INC	COM	335847208	4423	142000	SH	SOLE	142000	
FLEMING COS INC COM	COM	339130106	6859	306200	SH	SOLE	306200	
FLORIDA ROCK INDS INC COM	COM	341140101	4550	114200	SH	SOLE	110025	4175

FLOWERS FOODS, INC	COM	343498101	10063	395100	SH	SOLE	395100	
FORGENT NETWORKS INC	COM	346290103	253	87100	SH	SOLE	87100	
FREQUENCY ELECTRS INC COM	COM	358010106	823	63330	SH	SOLE	60880	2450
FRESH DEL MONTE PROD ORD	COM	G36738105	9904	526790	SH	SOLE	508190	18600
FRIEDMANS INC CL A	COM	358438109	4556	423800	SH	SOLE	423800	
FRONTLINE LTD	COM	G3682E127	909	81200	SH	SOLE	81200	
GA FINL INC COM	COM	361437106	4258	247000	SH	SOLE	238200	8800
GADZOOKS INC COM	COM	362553109	12086	692610	SH	SOLE	673660	18950
GARDEN FRESH RESTAURNT COM	COM	365235100	1431	148300	SH	SOLE	148300	
GATEWAY INC COM	COM	367626108	187	29600	SH	SOLE	29600	
GEHL CO COM	COM	368483103	1905	125750	SH	SOLE	121150	4600
GENCORP INC COM	COM	368682100	9625	612300	SH	SOLE	612300	
GENESCO INC COM	COM	371532102	4072	147700	SH	SOLE	147700	
GENZYME BIOSURGERY DIVISION	COM	372917708	974	143071	SH	SOLE	143071	
GIANT INDUSTRIES INC.	COM	374508109	850	82500	SH	SOLE	82500	
GIBRALTAR STL CORP COM	COM	37476F103	7092	325900	SH	SOLE	318750	7150
GIGA TRONICS INC COM	COM	375175106	512	132500	SH	SOLE	132500	
GLENBOROUGH RLTY TR COM	COM	37803P105	6205	288600	SH	SOLE	288600	
GOODYS FAMILY CLOTHING COM	COM	382588101	7796	993100	SH	SOLE	978200	14900
GRANITE CONSTRUCTION INC COM	COM	387328107	6858	278660	SH	SOLE	272660	6000
GREAT PLAINS ENERGY INC	COM	391164100	2560	102600	SH	SOLE	102600	
GREENBRIER COS INC COM	COM	393657101	2524	372800	SH	SOLE	360250	12550
GREKA ENERGY CORP COM	COM	397637109	387	55100	SH	SOLE	55100	
GULF ISLAND FABRICATN COM	COM	402307102	486	32400	SH	SOLE	23400	9000
GULFMARK OFFSHORE INC	COM	402629109	257	7100	SH	SOLE	7100	
HARRIS CORP DEL COM	COM	413875105	13605	378851	SH	SOLE	366937	11915
HAWTHORNE FINL CORP COM	COM	420542102	1559	53300	SH	SOLE	53300	
HEADWATERS INC COM	COM	42210P102	8614	562980	SH	SOLE	522980	40000
HEALTH NET, INC	COM	42222G108	11149	406315	SH	SOLE	406315	
HELEN OF TROY CORP LTD COM	COM	G4388N106	8960	630990	SH	SOLE	609040	21950
HELMERICH & PAYNE INC COM	COM	423452101	4500	112250	SH	SOLE	108250	4000
HERBALIFE INTL INC CL B	COM	426908307	14709	1077583	SH	SOLE	1030433	47150
HERCULES INC COM	COM	427056106	1131	85000	SH	SOLE	85000	
HI-TECH PHARMACAL INC COM	COM	42840B101	1574	144900	SH	SOLE	144900	
HIGHWOODS PPTYS INC COM	COM	G31284108	3169	112800	SH	SOLE	112800	
HILFINGER TOMMY CORP ORD	COM	G8915Z102	1594	111100	SH	SOLE	111100	
HOLOGIC INC COM	COM	436440101	5296	342800	SH	SOLE	336000	6800
HORACE MANN EDUCTR CP COM	COM	440327104	20989	932450	SH	SOLE	925850	6600
HOST MARRIOTT CORP NEW COM	COM	44107P104	228	19100	SH	SOLE	18600	500
HRPT PROPERTIES TRUST	COM	40426W101	2085	231685	SH	SOLE	224500	7185
HUDSON UNITED BANCORP	COM	444165104	5408	170025	SH	SOLE	167315	2710
HUMANA INC COM	COM	444859102	3250	240200	SH	SOLE	240200	
HYPERION SOLUTIONS CORP	COM	44914M104	7349	272100	SH	SOLE	272100	
IBERIABANK CORP COM	COM	450828108	1295	37350	SH	SOLE	33550	3800
ICT GROUP INC COM	COM	44929Y101	601	24600	SH	SOLE	17700	6900
IDACORP INC	COM	451107106	15424	380850	SH	SOLE	375550	5300
IDT CORP CLASS B	COM	448947309	6211	351900	SH	SOLE	351900	
IDT CORP CLASS A COM	COM	448947101	9120	451700	SH	SOLE	451700	
IDX SYS CORP COM	COM	449491109	766	43600	SH	SOLE	40400	3200
II VI INC COM	COM	902104108	648	42800	SH	SOLE	42800	
IKON OFFICE SOLUTIONS COM	COM	451713101	3129	267000	SH	SOLE	267000	
IMATION CORP COM	COM	45245A107	2653	100000	SH	SOLE	100000	
INDEPENDENT BK CORP MI COM	COM	453838104	5315	184813	SH	SOLE	178173	6640
INDUS INTL INC COM	COM	45578L100	1535	294000	SH	SOLE	294000	
INNOVEDA INC COM	COM	45769F102	855	429450	SH	SOLE	421700	7750
INSIGHTFUL CORPORATION	COM	45770X100	322	107300	SH	SOLE	107300	
INTEGRATED ELECTRC SRV COM	COM	45811E103	479	95800	SH	SOLE	95800	
INTEGRATED SILIC SOLTN COM	COM	45812P107	5916	460000	SH	SOLE	460000	
INTERLAND INC COM	COM	458727104	1267	495000	SH	SOLE	495000	
INTERPLAY ENTERTAINMENT CORP	COM	460615107	21	66915	SH	SOLE	66915	
INTERPORE INTL COM	COM	46062W107	9105	812980	SH	SOLE	801280	11700
INTERTAN INC COM	COM	461120107	2554	225000	SH	SOLE	225000	
INTERTAPE POLYMER GRP COM	COM	460919103	1569	136400	SH	SOLE	136400	
IPC HLDGS LTD ORD	COM	G4933P101	11580	355870	SH	SOLE	342270	13600
IRWIN FINL CORP COM	COM	464119106	3633	194200	SH	SOLE	187300	6900
ISLE OF CAPRI CASINO INC	COM	464592104	3201	173500	SH	SOLE	173500	
IXOS SOFTWARE AG	COM	46600V108	302	53400	SH	SOLE	53400	
JACK HENRY & ASSOC INC COM	COM	426281101	336	15170	SH	SOLE	15170	
JAKKS PAC INC COM	COM	47012E106	2906	127750	SH	SOLE	123200	4550
JB OXFORD HOLDINGS INC COM	COM	466107109	1165	751500	SH	SOLE	751500	
JDA SOFTWARE GROUP INC COM	COM	46612K108	5779	181260	SH	SOLE	174660	6600
JOS A BANK CLOTHIERS COM	COM	480838101	510	37900	SH	SOLE	37900	
K V PHARMACEUTICAL CO CL A	COM	482740206	3387	116400	SH	SOLE	115000	1400
KEYSTONE PROPERTY TRUST	COM	493596100	8151	578100	SH	SOLE	578100	
KNIGHTSBRIDGE TANKERS ORD	COM	G5299G106	2912	160350	SH	SOLE	157500	2850
KOGER EQUITY INC COM	COM	500228101	14049	786200	SH	SOLE	774200	12000
LADISH COMPANY	COM	505754200	1720	154300	SH	SOLE	154300	
LANCE INC COM	COM	514606102	16428	1148800	SH	SOLE	1148800	
LCC INTERNATIONAL INC CL A	COM	501810105	4009	830000	SH	SOLE	830000	
LENNOX INTERNATIONAL INC COM	COM	526107107	4237	320500	SH	SOLE	320500	
LEXENT INC COM	COM	52886Q102	3086	964500	SH	SOLE	964500	
LIGHTBRIDGE INC COM	COM	532226107	3106	267050	SH	SOLE	258700	8350
LNR PPTY CORP COM	COM	501940100	2981	85000	SH	SOLE	85000	
LOCAL FINL CORP COM	COM	539553107	5671	360300	SH	SOLE	347600	12700
LONDON PACIFIC GROUP LTD	COM	542073101	2032	725839	SH	SOLE	688640	37199

LONE STAR STEAKHOUSE	COM	542307103	15816	757104	SH	SOLE	739873	17231
LSI INDS INC COM	COM	50216C108	5141	260050	SH	SOLE	252550	7500
MACATAWA BK CORP COM	COM	554225102	1458	73630	SH	SOLE	70780	2850
MACK CALL REALTY CORP COM	COM	554489104	2511	72400	SH	SOLE	69500	2900
MAF BANCORP INC COM	COM	55261R108	1535	43550	SH	SOLE	41800	1750
MALLON RES CORP COM NEW	COM	561240201	21	22500	SH	SOLE	22500	
MANITOWOC INC COM	COM	563571108	6652	168400	SH	SOLE	162350	6050
MANUFACTURERS SVSC LTD COM	COM	565005105	716	136200	SH	SOLE	136200	
MASTEC INC COM	COM	576323109	2383	296050	SH	SOLE	274150	21900
MATRIA HEALTHCARE INC COM	COM	576817209	525	21650	SH	SOLE	21650	
MAVERICK TUBE CORP COM	COM	577914104	1705	104450	SH	SOLE	100700	3750
MB FINANCIAL INC NEW COM	COM	55264u108	10863	362700	SH	SOLE	357550	5150
MCSI INC COM	COM	55270M108	7273	610650	SH	SOLE	595550	15100
MDS INC COM	COM	55269P302	1082	77000	SH	SOLE	77000	
MDSI MOBILE DATA SOLTN COM	COM	55268N100	227	60200	SH	SOLE	43450	16750
MEDCATH CORP COM	COM	58404W109	873	50000	SH	SOLE	50000	
MEDTOX SCIENTIFIC INC COM NEW	COM	584977201	359	34550	SH	SOLE	24930	9620
MERCANTILE BANK CORP COM	COM	587376104	818	39899	SH	SOLE	29032	10867
MERCER INTERNATIONAL INC	COM	588056101	2195	315400	SH	SOLE	315400	
MERISEL INC COM	COM	589849306	115	49700	SH	SOLE	35900	13800
MERIX CORP COM	COM	590049102	2971	158980	SH	SOLE	154030	4950
MESABA HLDGS INC COM	COM	59066B102	474	53300	SH	SOLE	38400	14900
METHANEX CORP	COM	59151K108	4829	651700	SH	SOLE	649700	2000
METRON TECHNOLOGY	COM	N5665B105	677	62300	SH	SOLE	62300	
MICROS TO MAINFRAMES COM	COM	594944100	133	97100	SH	SOLE	97100	
MID ATLANTIC MED SVCS.	COM	59523C107	342	12000	SH	SOLE	8700	3300
MID-AMER APT CMNTYS COM	COM	59522J103	10328	394950	SH	SOLE	388650	6300
MIDWEST GRAIN PRODS COM	COM	59832G104	279	20000	SH	SOLE	20000	
MILACRON INC COM	COM	598709103	1007	69000	SH	SOLE	69000	
MILLENNIUM CHEMICALS COM	COM	599903101	162	11000	SH	SOLE	11000	
MIM CORP COM	COM	553044108	2161	130960	SH	SOLE	126360	4600
MISSISSIPPI VY BANCSHS COM	COM	605720101	5415	134700	SH	SOLE	134700	
MODINE MFG CO COM	COM	607828100	2398	88850	SH	SOLE	85650	3200
MOORE CORP LTD COM	COM	615785102	2519	193600	SH	SOLE	186800	6800
MTS SYS CORP COM	COM	553777103	1363	124460	SH	SOLE	120100	4360
NABI BIOPHARMACEUTICALS COM	COM	629519109	1863	302500	SH	SOLE	299950	2550
NAM TAI ELECTRS INC COM	COM	629865205	3233	171528	SH	SOLE	171528	
NATL PENN BANCSHARES COM	COM	637138108	954	38830	SH	SOLE	38830	
NAVIGANT INTL INC COM	COM	63935R108	962	66350	SH	SOLE	50350	16000
NEW JERSEY RES COM	COM	646025106	4694	155225	SH	SOLE	150050	5175
NEWMARK HOMES CORP COM	COM	651578106	945	55500	SH	SOLE	55500	
NL INDS INC COM NEW	COM	629156407	1572	94700	SH	SOLE	94700	
NOBLE INTL LTD COM	COM	655053106	2455	193800	SH	SOLE	187300	6500
NORDIC AMERICAN TANKER COM	COM	G65773106	2307	151100	SH	SOLE	151100	
NORTH AMERICAN SCIENTIFIC INC	COM	65715D100	4030	311400	SH	SOLE	300350	11050
NOVAVAX INC COM	COM	670002104	561	49000	SH	SOLE	49000	
NOVELL INC	COM	670006105	8300	2133700	SH	SOLE	2133700	
NUI CORP COM	COM	629431107	3384	136000	SH	SOLE	134800	1200
OFFICEMAX INC COM	COM	67622M108	7584	1359100	SH	SOLE	1358100	1000
OLD DOMINION FGHT LINE COM	COM	679580100	615	43700	SH	SOLE	43700	
OLIN CORP COM	COM	680665205	2401	127700	SH	SOLE	127700	
ONEOK INC COM	COM	682680103	2886	138400	SH	SOLE	138400	
ONESOURCE INFO SVCS COM	COM	68272J106	6713	920800	SH	SOLE	920800	
ORTHOLOGIC CORP COM	COM	68750J107	3490	625500	SH	SOLE	602750	22750
ORTHOVITA INC COM	COM	68750U102	399	163000	SH	SOLE	163000	
OSHKOSH TRUCK CORP COM	COM	688239201	18566	326300	SH	SOLE	321400	4900
OSMONICS INC COM	COM	688350107	179	12200	SH	SOLE	12200	
OSTEOTECH INC COM	COM	688582105	1337	200100	SH	SOLE	195100	5000
OVERLAND DATA INC COM	COM	690213103	3341	310800	SH	SOLE	275700	35100
OWENS & MINOR INC NEW COM	COM	690732102	3644	185550	SH	SOLE	178850	6700
OXFORD INDS INC COM	COM	691497309	2299	87100	SH	SOLE	87100	
P A M TRANSN SVCS INC COM	COM	693149106	6182	244350	SH	SOLE	238150	6200
PACIFIC CREST CAP INC COM	COM	694166109	2410	98780	SH	SOLE	95080	3700
PARAGON TECHNOLOGIES, INC	COM	69912T108	109	13600	SH	SOLE	13600	
PARK ELECTROCHEMICAL COM	COM	700416209	2758	95090	SH	SOLE	91690	3400
PATHMARK STORES NEW COM	COM	70322A101	3070	128200	SH	SOLE	128200	
PC-TEL INC	COM	69325Q105	1609	186000	SH	SOLE	152500	33500
PEAK INTERNATIONAL LTD	COM	G69586108	1083	135400	SH	SOLE	135400	
PENN AMER GROUP INC COM	COM	707247102	5465	349400	SH	SOLE	336100	13300
PERMA-FIX ENVIRON SVCS COM	COM	714157104	1658	510250	SH	SOLE	510250	
PERRIGO CO COM	COM	714290103	10165	850650	SH	SOLE	839800	10850
PETROLEUM DEV CORP COM	COM	716578109	690	107900	SH	SOLE	107900	
PHARMACEUTICAL RES COM	COM	717125108	5721	270000	SH	SOLE	270000	
PHARMACOPEIA INC COM	COM	71713b104	1531	115000	SH	SOLE	115000	
PHILADELPHIA SUBN CORP COM	COM	718009608	9711	413233	SH	SOLE	406894	6339
PIEDMONT NAT GAS INC COM	COM	720186105	3916	110000	SH	SOLE	110000	
PILGRIMS PRIDE CORP COM CL B	COM	721467108	6978	497750	SH	SOLE	488550	9200
PINNACLE ENTMT INC COM	COM	723456109	2537	314800	SH	SOLE	314800	
PITTSTON BRINKS GRP CO COM	COM	725701106	13830	551000	SH	SOLE	551000	
PLANAR SYSTEMS INC COM	COM	726900103	1142	43500	SH	SOLE	43500	
PNM RESOURCES, INC.	COM	69349H107	1233	40200	SH	SOLE	40200	
POCAHONTAS BANCORP, INC	COM	730234101	224	21900	SH	SOLE	21900	
POLYMEDICA CORP COM	COM	731738100	9686	380600	SH	SOLE	380600	
POMEROY COMPUTER RES COM	COM	731822102	1360	89600	SH	SOLE	89600	
PRESIDENTIAL LIFE CORP COM	COM	740884101	7687	337900	SH	SOLE	337900	

PRIME MED SVCS INC NEW COM	COM	74156D108	1188	156700	SH	SOLE	156700	
PROVIDENT BANKSHARES COM	COM	743859100	6336	264000	SH	SOLE	264000	
PTEK HOLDINGS INC.	COM	69366M104	7852	1915000	SH	SOLE	1915000	
PUMA TECHNOLOGY INC COM	COM	745887109	114	85400	SH	SOLE	85400	
PXRE GROUP LTD COM	COM	G73018106	3601	150050	SH	SOLE	144800	5250
QUAKER FABRIC CORP NEW COM	COM	747399103	8262	739700	SH	SOLE	713550	26150
QUANTA SVCS INC COM	COM	74762E102	233	13500	SH	SOLE	11700	1800
QUIXOTE CORP COM	COM	749056107	3923	210350	SH	SOLE	202850	7500
RACING CHAMPIONS ERTL CORP COM	COM	750069106	3046	158257	SH	SOLE	152557	5700
RADIOLOGIX INC COM	COM	75040K109	5881	490100	SH	SOLE	490100	
RADISYS CORP COM	COM	750459109	2414	134010	SH	SOLE	128960	5050
RAINANCE COMM COM	COM	75086X106	681	195000	SH	SOLE	195000	
RAYTHEON CO COM	COM	755111507	220	5360	SH	SOLE	5360	
READ-RITE CORP COM	COM	755246105	2082	678332	SH	SOLE	644032	34300
RECKSON ASSOC REALTY CORP	COM	75621K106	9023	365900	SH	SOLE	359300	6600
REINSURANCE GROUP AMER COM	COM	759351109	16591	529890	SH	SOLE	518690	11200
RELIANCE STEEL & ALUM COM	COM	759509102	3601	130534	SH	SOLE	125847	4687
REMEC INC COM	COM	759543101	13543	1464081	SH	SOLE	1405391	58690
RENT A CTR INC NEW COM	COM	76009N100	11848	231898	SH	SOLE	221998	9900
REPUBLIC BANCORP INC COM	COM	760282103	10227	730500	SH	SOLE	730500	
RES-CARE INC COM	COM	760943100	3404	418700	SH	SOLE	398750	19950
RFS HOTEL INVS INC COM	COM	74955J108	5073	345100	SH	SOLE	333600	11500
RIGGS NATL CP WASH DC COM	COM	766570105	571	37200	SH	SOLE	37200	
RIMAGE CORP COM	COM	766721104	688	81950	SH	SOLE	81950	
RIVIANA FOODS INC COM	COM	769536103	788	36800	SH	SOLE	36800	
ROBOTIC VISION SYS INC COM	COM	771074101	1027	848900	SH	SOLE	848900	
ROFIN SINAR TECHNOLOGIES INC C	COM	775043102	1554	177600	SH	SOLE	176400	1200
RUSSELL CORP COM	COM	782352108	838	56250	SH	SOLE	54050	2200
SAPIENT CORP COM	COM	803062108	119	25000	SH	SOLE	25000	
SCHOOL SPECIALTY INC COM	COM	807863105	764	28600	SH	SOLE	27550	1050
SCOTTISH ANNUITY&LIFE ORD	COM	G7885T104	403	21200	SH	SOLE	15100	6100
SELAS CORP AMERICA COM	COM	816119101	571	228500	SH	SOLE	228500	
SELECTIVE INS GROUP COM	COM	816300107	10312	386200	SH	SOLE	368500	17700
SEMX CORP.	COM	816854103	232	94800	SH	SOLE	94800	
SENIOR HSG PPTY TR SH BEN INT	COM	81721M109	7007	486600	SH	SOLE	486600	
SHAW GROUP INC COM	COM	820280105	7162	260450	SH	SOLE	250500	9950
SHOE CARNIVAL INC COM	COM	824889109	5094	310770	SH	SOLE	301420	9350
SHOPKO STORES INC COM	COM	824911101	7992	441550	SH	SOLE	425800	15750
SICOR INC COM	COM	825846108	2444	143100	SH	SOLE	143100	
SIGNAL TECHNOLOGY CORP COM	COM	826675100	752	101600	SH	SOLE	76700	24900
SILGAN HOLDINGS INC COM	COM	827048109	368	11000	SH	SOLE	7700	3300
SIMULA INC COM	COM	829206101	2410	625900	SH	SOLE	625900	
SIPEX CORP COM	COM	829909100	2984	268800	SH	SOLE	268800	
SIZELER PPTY INVS INC COM	COM	830137105	1056	110600	SH	SOLE	106200	4400
SKECHERS USA INC CL A	COM	830566105	33522	1772700	SH	SOLE	1723250	49450
SNAP ON INC COM	COM	833034101	5378	157950	SH	SOLE	152250	5700
SOLA INTERNATIONAL INC	COM	834092108	2201	149500	SH	SOLE	144450	5050
SOMERA COMMUNICATIONS	COM	834458101	5516	753500	SH	SOLE	753500	
SOURCE INFO MGMT CO COM	COM	836151209	3102	589644	SH	SOLE	556694	32950
SOUTHERN FINL BANCORP COM	COM	842870107	586	23500	SH	SOLE	23500	
SOUTHWEST BANCORP OKLA COM	COM	844767103	2673	131885	SH	SOLE	126735	5150
SPARTECH CORP COM NEW	COM	847220209	9444	383900	SH	SOLE	370450	13450
SPIEGEL INC CL A	COM	848457107	431	314900	SH	SOLE	303700	11200
SS AND C TECHNOLOGIES INC COM	COM	85227Q100	5130	498100	SH	SOLE	498100	
ST MARY LAND & EXPL CO COM	COM	792228108	2569	118330	SH	SOLE	114230	4100
STANCORP FINL GROUP COM	COM	852891100	4340	78900	SH	SOLE	76100	2800
STANDARD REGISTER CO COM	COM	853887107	1384	49200	SH	SOLE	47500	1700
STANLEY FURNITURE INC COM NEW	COM	854305208	7081	218950	SH	SOLE	210550	8400
STEIN MART INC COM	COM	858375108	2579	257650	SH	SOLE	242250	15400
STERLING FINL CORP WA COM	COM	859319105	4275	189580	SH	SOLE	189580	
STEVEN MADDEN LTD COM	COM	556269108	10587	604950	SH	SOLE	580800	24150
STEWART ENTERPRISES INC COM	COM	860370105	3618	605900	SH	SOLE	605900	
STRATASYS INC COM	COM	862685104	1127	124500	SH	SOLE	124500	
SUMMA INDS COM	COM	86562T105	1676	185200	SH	SOLE	178550	6650
SUN MICROSYSTEMS INC COM	COM	866810104	141	15990	SH	SOLE	15990	
SUPERIOR UNIFORM GROUP INC	COM	868358102	2459	228730	SH	SOLE	216530	12200
SUPERTEX INC COM	COM	868532102	3193	150200	SH	SOLE	150200	
SUPERVALU INC COM	COM	868536103	7889	305775	SH	SOLE	305275	500
SYMBOL TECHNOLOGIES COM	COM	871508107	8057	716850	SH	SOLE	708050	8800
SYPRIS SOLUTIONS INC COM	COM	871655106	752	50000	SH	SOLE	37600	12400
TAKE TWO INTERACTIVE SOFTWARE	COM	874054109	6320	314450	SH	SOLE	305250	9200
TANDY BRANDS ACCESSORS COM	COM	875378101	779	82482	SH	SOLE	82482	
TEEKAY SHIPPING CORP COM	COM	Y8564W103	2737	71800	SH	SOLE	69250	2550
TEGAL CORP COM	COM	879008100	255	212100	SH	SOLE	212100	
TELEDYNE INC COM	COM	879360105	207	12500	SH	SOLE	8500	4000
TEREX CORP NEW COM	COM	880779103	2506	110900	SH	SOLE	110900	
TERRA INDS INC COM	COM	880915103	849	325400	SH	SOLE	325400	
TESORO PETE CORP COM	COM	881609101	2980	212100	SH	SOLE	212100	
TEXAS INDS INC COM	COM	882491103	3243	78710	SH	SOLE	75960	2750
TITAN CORPORATION	COM	888266103	1181	57200	SH	SOLE	47500	9700
TORO CO COM	COM	891092108	6639	111400	SH	SOLE	107450	3950
TOWER AUTOMOTIVE INC COM	COM	891707101	4842	346100	SH	SOLE	346100	
TRACK DATA CORP COM	COM	891918104	2297	1562600	SH	SOLE	1562600	
TRAMMELL CROW CO COM	COM	89288R106	4198	289500	SH	SOLE	289500	
TRANSWITCH CORPORATION	COM	894065101	326	100000	SH	SOLE	72100	27900

TRIDENT MICROSYSTEMS COM	COM	895919108	8685	1112000	SH	SOLE	1112000	
TRIKON TECHNOLOGIES COM NEW	COM	896187408	3593	244750	SH	SOLE	235750	9000
TRIMBLE NAVIGATION LTD COM	COM	896239100	2022	121600	SH	SOLE	109900	11700
TRIUMPH GROUP INC	COM	896818101	6635	169250	SH	SOLE	162750	6500
TROY GROUP INC COM	COM	89733N106	150	37500	SH	SOLE	27000	10500
TSAKO ENERGY NAVIGATION	COM	G9108L108	2796	183600	SH	SOLE	176650	6950
TTI TEAM TELECOM INTL LTD ORD	COM	M88258104	1403	48900	SH	SOLE	37100	11800
TYSON FOODS INC CL A	COM	902494103	1624	130131	SH	SOLE	122100	8031
U S LABORATORIES INC COM	COM	90333T105	353	26300	SH	SOLE	19000	7300
U S RESTAURANT PPTYS COM	COM	902971100	1944	141350	SH	SOLE	136300	5050
UIL HLDG CORP COM	COM	902748102	11109	191200	SH	SOLE	187677	3523
UMPQUA HLDGS CORP COM	COM	904214103	3132	209340	SH	SOLE	196740	12600
UNISOURCE ENERGY CORP. HOLDING	COM	909205106	2114	103309	SH	SOLE	101800	1509
UNIT CORP COM	COM	909218109	213	11650	SH	SOLE	8400	3250
UNITED BANKSHS INC WVA COM	COM	909907107	3092	104700	SH	SOLE	104700	
UNITED INDL CORP COM	COM	910671106	30587	1374700	SH	SOLE	1367750	6950
UNIVERSAL STAINLESS COM	COM	913837100	1671	144200	SH	SOLE	140200	4000
UNIZAN FINANCIAL CORP	COM	91528W101	2778	146500	SH	SOLE	141550	4950
URS CORP NEW COM	COM	903236107	6636	209350	SH	SOLE	204100	5250
USEC INC COM	COM	90333E108	19304	3016200	SH	SOLE	2996150	20050
UTAH MED PRODS INC COM	COM	917488108	1846	116100	SH	SOLE	116100	
VALUE CITY DEPT STORES COM	COM	920387107	2624	624700	SH	SOLE	614700	10000
VANS INC COM	COM	921930103	146	12500	SH	SOLE	12500	
VECTREN	COM	92240G101	4350	169342	SH	SOLE	163345	5997
VISHAY INTERTECHNOLOGY COM	COM	928298108	944	46406	SH	SOLE	46406	
VITAL SIGNS INC COM	COM	928469105	20845	565200	SH	SOLE	550000	15200
VOLT INFORMATION SCIEN COM	COM	928703107	2143	114900	SH	SOLE	114900	
W HOLDING COMPANY INC	COM	929251106	1366	77390	SH	SOLE	74740	2650
WABASH NAT'L CORP	COM	929566107	5686	574300	SH	SOLE	553850	20450
WABTEC	COM	929740108	960	64018	SH	SOLE	63718	300
WASHINGTON FEDERAL S&L	COM	938824109	2910	121540	SH	SOLE	117110	4430
WEIS MARKETS INC.	COM	948849104	889	29300	SH	SOLE	29300	
WEST PHARMACEUTICAL SERVICES	COM	955306105	4249	140000	SH	SOLE	140000	
WESTERN DIGITAL CORP COM	COM	958102105	1800	289000	SH	SOLE	289000	
WESTERN RES INC COM	COM	959425109	5668	330500	SH	SOLE	330500	
WESTPOINT STEVENS INC COM	COM	961238102	1772	801678	SH	SOLE	793128	8550
WHITE ELECTRIC DESIGNS CORP CO	COM	963801105	1327	184300	SH	SOLE	161200	23100
WILSONS LEATHER EXPERT COM	COM	972463103	5402	451670	SH	SOLE	435820	15850
WINSTON HOTELS INC COM	COM	97563A102	3525	375000	SH	SOLE	361650	13350
WOLVERINE TUBE INC COM	COM	978093102	1884	216600	SH	SOLE	216600	
WOODWARD GOVERNOR CO COM	COM	980745103	5374	78105	SH	SOLE	75105	3000
WPS RESOURCES CORP COM	COM	92931B106	3893	98700	SH	SOLE	95150	3550
X-RITE INC COM	COM	983857103	2038	254700	SH	SOLE	254700	
ZOLL MED CORP COM	COM	989922109	342	8900	SH	SOLE	6400	2500
ZOMAX INC	COM	989929104	7439	1019000	SH	SOLE	1019000	
CROWN PAC PARTNERS L P UNIT LT	LTD	228439105	5593	885000	SH	SOLE	885000	
QUANTA SVCS INC	CONV	74762EAA0	5522	7846000	PRN	SOLE	7574000	272000

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