VI GROUP PLC Form 5 March 27, 2003

Form 5

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION** Washington, DC 20549

[] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instructions 1(b).

[] Form 3 Holdings Reported

[] Form 4 Transactions

ANNUAL STATEMENT OF CHANGES BENEFICIAL OWNERSHIP

17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section Investment Company Act of 1940

Reported 1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person(s) to Youhill, Richard Mark VI Group, PLC AMEX: GVI - LSE: VIG Issuer (Check all applicable) (Last) (First) (Middle) 3. I.R.S. 4. Statement for X_ Director 10% Identification Month/Year Owner X Officer (give title below) Number of Other Reporting 12/31/2002 (specify below) 23 Lark Rise Person, if an entity (voluntary) **Sales Director** (Street) 5. If Amendment, Date of 7. Individual or Joint/Group Filing Original (Month/Year) (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Chalard Gloucestershire UK GL6 8FF Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2. Transaction 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of (A) or (Instr. 3) Date Execution Transaction Securities Form: Indirect (Month/ Date, if any Code Disposed of (D) Beneficially Direct (D) or Beneficial (Month/ (Instr. 8) (Instr. 3, 4 and 5) Owned at end Ownership Day/ Indirect (I) Year) Day/ of Issuer's (Instr. 4) (Instr. 4) (A) Year) Fiscal Year Code Amount or Price (Instr. 3 and 4) (D) None

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(Over) SEC 2270 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned FORM 5 (continued) (e.g., puts, calls, warrants, options, convertible securities)

	(c.g., pais, valia, warrants, options, convertible securities)										
urity	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transaction Code (Instr. 8)	of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature Indired Benefi Owner (Instr.

^{*} If the form is filed by more than one reporting person, see instruction 4(b)(v).

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
on to	50p	N/A	N/A		N/A	N/A	N/A	04/02/2001		Ordinary Shares of 0.5 p	17,000	N/A	Options to	D	N/A

Explanation of Responses:

**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)	/s/ Richard Mark Youhill	03/27/2003
		**Signature of Reporting Person	Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Page 2 the form displays a currently valid OMB Number.