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MACDERMID INC
Form SC 13G/A
February 14, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

MACDERMID, INCORPORATED
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

554273 10 2
(CUSIP Number)

December 31, 2001
(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. 554273 10 2

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas W. Smith

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
(b)
-

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3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

United States

NUMBER OF 5. SOLE VOTING POWER
SHARES 65,195

BENEFICIALLY 6. SHARED VOTING POWER
OWNED BY 313,208

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 65,195

PERSON 8. SHARED DISPOSITIVE POWER
WITH 313,208

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
378,403

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.2%

12 TYPE OF REPORTING PERSON
IN

-2-

CUSIP No. 554273 10 2

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Thomas N. Tryforos

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [x]

3 SEC USE ONLY

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4 CITIZEN OR PLACE OF ORGANIZATION
United States

NUMBER OF 5. SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER
OWNED BY 313,208

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 8. SHARED DISPOSITIVE POWER
WITH 313,208

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
313,208

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.0%

12 TYPE OF REPORTING PERSON
IN

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ITEM 1.

(a) Name of Issuer:

MacDermid, Incorporated

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

245 Freight Street
Waterbury, CT 06702

ITEM 2.

(a) Name of Person Filing:

(i) Thomas W. Smith

(ii) Thomas N. Tryforos

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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.

(d) Title of Class of Securities:

Common Stock, no par value

(e) CUSIP Number:

554273 10 2

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

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ITEM 4. Ownership

(a) Thomas W. Smith - 378,403 shares; Thomas N. Tryforos - 313,208 shares

(b) Thomas W. Smith - 1.2%; Thomas N. Tryforos - 1.0%

(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 313,208 shares; Thomas W. Smith has sole power to vote and dispose of 65,195 shares, and Thomas N. Tryforos has sole power to vote and dispose of no shares.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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

Not applicable.

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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 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: February 14, 2002

/s/ Thomas W. Smith

Thomas W. Smith

/s/ Thomas N. Tryforos

Thomas N. Tryforos

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JOINT FILING AGREEMENT

The undersigned agree that the foregoing Statement on Schedule 13G, dated February 14, 2002, is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k)

Dated: February 14, 2002

/s/ Thomas W. Smith

Thomas W. Smith

/s/ Thomas N. Tryforos

Thomas N. Tryforos

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