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DAWD JAMES A Form 5 March 24, 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).

ANNUAL STATEMENT OF CHANGES **BENEFICIAL OWNERSHIP**

Investment Company Act of 1940

1.0 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the

2005 Estimated average burden hours per response. . .

OMB APPROVAL

Expires: January 31,

OMB Number:

3235-0362

[] Form 3 Holdings Reported [] Form 4 Transactions

Reported

1. Name and Address Dowd, James A.	of Reporting Perso				icker or Tra Inc. (pbh	_	Issuer	Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (Fir	3. I.R.S Identific Numbe Reporti if an en (volunta	eation r of ng Person tity ary)	N	. Statemer Month/Year 2/31/2002			Director Owner _X_ Officer (specify bel	Director 10%					
,	(Street) Oswego, New York 13126				5. If Amend Original (Mo	,		(Che _ X _ Form f	7. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (Si	(City) (State) (Zip)		e I - Non	-De	rivative S	Secui	ities A Ow		uired, Disposed of, or Beneficially				
Title of Security astr. 3)	2. Transaction Date (Month/ Day/	2A. Deemed Execution Date, if any (Month/	3. Transac Code (Instr. 8)		(A) or Disposed	o or sposed of (D) str. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at end	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
	Year)	Day/ Year)	Code	٧	Amount	(A) or (D)	Price	of Issuer's Fiscal Year (Instr. 3 and					

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

12/31/2002

Pathfinder Bancorp Inc.

Common Stock

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

14.71

(Over) SEC 2270 (9-02)

D

7,345

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

A 1

1.	2.	3.	3A.	4.	5.	6.	7.	8.	9.	10.	11.
Title of	Conversion	Transaction	Deemed	Transaction	nNumber	Date Exercisable	Title and	Price of	Number of	Ownership	Nature of
Derivative	or	Date	Execution	Code	of	and Expiration Date	Amount of	Derivative	Derivative	Form of	Indirect
Security	Exercise	(Month/	Date, if	(Instr. 8)	Derivative	(Month/Day/Year)	Underlying	Security	Securities	Derivative	Beneficial
(Instr.3)	Price of	Day/	any		Securities		Securities	(Instr. 5)	Beneficially	Security:	Ownership
	Derivative	Year)	(Month/		Acquired		(Instr. 3 and		Owned at	Direct (D)	(Instr. 4)
	Security		Day/		(A) or		4)		End of	or Indirect	1
			Year)		Disposed				Year	(I)	1
			ĺ		of(D)				(Instr. 4)	(Instr. 4)	

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			(Instr. 3 4 and 5			r. 3, d 5)						
			Code	٧	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Ī												

Explanation of Responses:

1. Employee Stock Ownership Plan allocation

**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	/s/ James A. Dowd	03/24/2003	
	.,,	**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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