

IAMGOLD CORP

FORM SC 13D (Statement of Beneficial Ownership)

Filed 12/20/2002

Address	220 BAY ST 5TH FL TORONTO ONTARIO CANADA, M5J 2W4
Telephone	416-360-4710
CIK	0001203464
Industry	Gold & Silver
Sector	Basic Materials
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. ____)***

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

IAMGOLD CORPORATION

(Name of Issuer)

COMMON SHARES
(Title of Class of Securities)

450913 10 8
(CUSIP Number)

Frank L. Davis
Fraser Milner Casgrain LLP
Suite 3900, 1 First Canadian Place
100 King Street West
Toronto, Ontario
M5X 1B2
(416) 862-3440

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 11, 2002
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

SCHEDULE 13D

CUSIP No. 450913 10 8

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Mark I. Nathanson

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT []
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Canada

NUMBER OF 7 SOLE VOTING POWER
SHARES 7,274,946
BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 0
EACH 9 SOLE DISPOSITIVE POWER
REPORTING 7,274,946
PERSON 10 SHARED DISPOSITIVE POWER
WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,274,946 COMMON SHARES OF IAMGOLD CORPORATION (THE "CORPORATION") ARE
CURRENTLY OWNED BENEFICIALLY AND OF RECORD BY MARZEN HOLDINGS COMPANY
LIMITED, A PRIVATE COMPANY CONTROLLED BY MR. NATHANSON, CO-CHAIRMAN AND A
DIRECTOR OF THE CORPORATION. IN ADDITION, MR. NATHANSON HOLDS OPTIONS TO
ACQUIRE 400,000 COMMON SHARES OF THE CORPORATION.

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
APPROXIMATELY 9.2%. ASSUMING THE EXERCISE OF ALL OF THE OPTIONS TO PURCHASE
COMMON SHARES OF THE CORPORATION HELD BY MR. NATHANSON, MR. NATHANSON WOULD
BENEFICIALLY OWN OR EXERCISE CONTROL OR DIRECTION OVER APPROXIMATELY 9.7%
OF THE THEN OUTSTANDING COMMON SHARES OF THE CORPORATION.

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

ITEM 1. SECURITY AND ISSUER.

The class of equity securities to which this statement relates is common shares of IAMGold Corporation, a Canadian corporation (the "Corporation"). The principal executive offices of the Corporation are located at 2820 Fourteenth Avenue, Markham, Ontario, Canada L3R 0S9.

ITEM 2. IDENTITY AND BACKGROUND.

(a) The person filing this statement is Mark I. Nathanson.

(b) Mr. Nathanson's address is 26 Sand Dollar Island, Sandy Port, Nassau, Bahamas.

(c) Mr. Nathanson's principal occupation is as Co-Chairman and a director of the Corporation.

(d) - (e) During the last five years, Mr. Nathanson has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws.

(f) Mr. Nathanson is a Canadian citizen.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Personal funds were used by Mr. Nathanson in effecting the acquisition of common shares of the Corporation referred to in 5(c) below.

ITEM 4. PURPOSE OF TRANSACTION.

The securities of the Corporation controlled by Mr. Nathanson are held as an investment. Mr. Nathanson does not have any present intention to acquire any additional securities of the Corporation. Mr. Nathanson intends to review his investment in the Corporation on a continuing basis and may increase or decrease his holding of securities of the Corporation in the future. Any such increase or decrease will depend on various factors, including, among other things, the price and availability of securities of the Corporation, subsequent developments affecting the Corporation or its business, other available investments and business opportunities, general stock market and economic conditions, tax considerations and required regulatory approvals.

Other than discussed above, Mr. Nathanson currently has no plans to effect any of the transactions required to be described in Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a)-(b) 7,274,946 common shares of the Corporation are currently owned beneficially and of record by Marzen Holdings Company Limited, a private company controlled by Mr. Nathanson, representing approximately 9.2% of the outstanding common shares of the Corporation. In addition, Mr. Nathanson holds options to acquire 400,000 common shares of the Corporation. Assuming the exercise of all of such options, Mr. Nathanson would beneficially own or exercise control or direction over an aggregate of 7,674,946 common shares of the Corporation, representing approximately 9.7% of the then outstanding common shares of the Corporation.

(c) On December 11, 2002, Mr. Nathanson acquired 123,300 common shares of the Corporation for Cdn\$400,725 (Cdn\$3.25 per common share) upon the exercise of options which had been granted to Mr. Nathanson pursuant to the share incentive plan of the Corporation. On December 11, 2002, Mr. Nathanson sold all of the 123,300 common shares of the Corporation acquired by Mr. Nathanson in open market transactions for gross proceeds of Cdn\$770,625 (Cdn\$6.25 per common share).

(d) Not applicable.

(e) Not applicable.

**ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS
WITH RESPECT TO SECURITIES OF THE ISSUER.**

Other than as described in Item 3, 4 and 5, Mr. Nathanson has no knowledge of any arrangements, undertakings or relationships (legal or otherwise), including but not limited to transferring of any of the securities, finder's fees, joint ventures, loan or option agreements, puts or calls, guarantees of proxies, divisions of profits or loss, or the giving or withholding of proxies.

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.

DATED: December 20, 2002

By: /s/ MARK I. NATHANSON

Name: Mark I. Nathanson

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End of Filing

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