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WEST PHARMACEUTICAL SERVICES INC

Form 10-Q/A

August 14, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A

AMENDMENT No. 2 TO QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For The Quarterly Period Ended June 30, 2002

Commission File Number 1-8036

WEST PHARMACEUTICAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania

23-1210010

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification Number)

101 Gordon Drive, PO Box 645,
Lionville, PA

19341-0645

Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code 610-594-2900

N/A

Former name, former address and former fiscal year, if
changed since last report.

Indicate by check mark whether the registrant (1) has filed all reports required
to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during
the preceding twelve months, and (2) has been subject to such filing
requirements for the past 90 days. Yes X . No .

June 30, 2002 -- 14,462,107

Indicate the number of shares outstanding of each of the issuer's classes of
common stock, as of the latest practicable date.

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INTRODUCTORY NOTE

West Pharmaceutical Services, Inc. is filing this Amendment No. 2 to Quarterly Report on Form 10-Q for its fiscal quarter ended June 30, 2002 (the "Form 10-Q"), in order to include information required by Part II, Item 4, which was inadvertently omitted from the Form 10-Q as originally filed; no other changes are being made by means of this filing.

PART II

Item. 4. Submission of Matters to a Vote of Security Holders.

- (a) The Company held its annual meeting of shareholders on April 30, 2002.
- (c) Three matters were voted on at the annual meeting: (1) the election of three directors in Class III; (2) the approval of an amendment to the Company's 1998 Key Employee Incentive Compensation Plan; and (3) the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent accountants for 2002. The results of the voting are as follows:

Proposal #1 - Election of Directors

| | For | Withheld |
|----------------------|-----------|-----------|
| | ----- | ----- |
| Tenley E. Albright | 9,609,296 | 1,634,404 |
| John W. Conway | 9,611,412 | 1,632,288 |
| Donald E. Morel, Jr. | 9,609,296 | 1,634,404 |

Proposal # 2 - Amendment to the 1998 Key Employee Incentive Compensation Plan

| For | Against | Abstained |
|-----------|-----------|-----------|
| ----- | ----- | ----- |
| 8,133,053 | 3,082,655 | 27,989 |

Proposal # 3- Ratification of Appointment of Independent Accountants

| For | Against | Abstained |
|------------|---------|-----------|
| ----- | ----- | ----- |
| 11,014,887 | 207,932 | 20,878 |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, West Pharmaceutical Services, Inc. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

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WEST PHARMACEUTICAL SERVICES, INC.
(Registrant)

By /s/ Joseph E. Abbott

Joseph E. Abbott
Vice President and Corporate Controller
(Chief Accounting Officer)

August 14, 2002

Date