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RCM TECHNOLOGIES INC  
Form 10-K/A  
March 03, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K  
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 or 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from ..... to .....  
Commission file number 1-10245

RCM TECHNOLOGIES, INC.

Exact name of registrant as specified in its charter  
Nevada 95-1480559

State of incorporation IRS Employer Identification No.

2500 McClellan Avenue, Suite 350, Pennsauken, New Jersey 08109-4613  
Address of principal executive offices  
Registrant's telephone number, including area code: (856) 486-1777  
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
None	None

Securities registered pursuant to Section 12(g) of the Act:  
Common Stock, par value \$.05  
(Title of Class)

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 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO   
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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of Common Stock held by non-affiliates of the Registrant on February 26, 2003 was approximately \$32,200,000 based upon the closing price of the Common Stock on such date on The Nasdaq National Market of \$3.05. The information provided shall in no way be construed as an admission that any person whose holdings are excluded from the figure is an affiliate or that any person whose holdings are included is not an affiliate and any such admission is hereby disclaimed. The information provided is included solely for record keeping purposes of the Securities and Exchange Commission.

The number of shares of Registrant's Common Stock (par value \$0.05 per share) outstanding as of February 26, 2003: 10,626,076.

Documents Incorporated by Reference

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Portions of the Proxy Statement for the Registrant's 2003 Annual Meeting of Stockholders (the "2003 Proxy Statement") are incorporated by reference into Items 10,11,12 and 13 in Part III of this Annual Report on Form 10-K. If the 2003 Proxy Statement is not filed by April 30, 2003, an amendment to this Annual Report on Form 10-K setting forth this information will be duly filed with the Securities and Exchange Commission.

Explanatory Note

This Amendment No. 1 is filed solely to amend Exhibit (10) (1) Second Amendment and Modification to Amended and Restated Loan and Security Agreement dated February 26, 2003, between RCM Technologies, Inc. and all of its Subsidiaries and Citizens Bank of Pennsylvania, as Administrative Agent and Arranger.

SIGNATURE

Pursuant to the requiremetns of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

RCM Technologies, Inc.

Date: March 3, 2003

By:/S/ Stanton Remer

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Stanton Remer  
Chief Financial Office, Treasurer and Secretary