

NON PUBLIC

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2001

Check here if Amendment [] ; Amendment Number: _____

This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: David P. Berkowitz

Address: c/o Gotham Partners Management Co., L.L.C.

110 East 42nd Street, 18th Floor

New York, New York 10017

Form 13F File Number: 28-6906

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

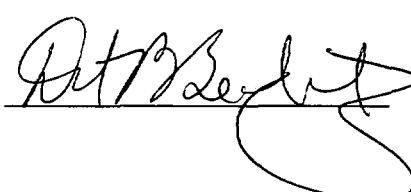
Person Signing this Report on Behalf of Reporting Manager:

Name: David P. Berkowitz

Title: Manager

Phone: (212) 286-0300

Signature, Place, and Date of Signing:



New York, New York

11/13/01



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CONFIDENTIAL TREATMENT EXPIRED

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Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- [] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
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28- _____	NONE _____
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Report Summary:

Number of Other Included Managers:	4
Form 13F Information Table Entry Total:	12
Form 13F Information Table Value Total:	\$13,127
	(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	28-6908	William A. Ackman
2	28-6904	Section H. Partners, L.P.
3	28-7474	Gotham International Advisors, L.L.C.
4	28-5717	Gotham Holdings Management, L.L.C.

FORM 13F - CONFIDENTIAL TREATMENT REQUESTED

Form 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT PRN CALL	PUT/ INVESTMENT	OTHER DISCRETION MANAGERS	VOTING AUTHORITY SOLE SHARED NONE
BE FREE INC	COM	073308108	2,558	1,982,704 SH	SHARED-OTHER	1,2,4	1,982,704
BE FREE INC	COM	073308108	609	471,893 SH	SHARED-OTHER	1,3	471,893
FRONTLINE CAP GROUP	COM	35921N101	15	169,207 SH	SHARED-OTHER	1,2,4	169,207
FRONTLINE CAP GROUP	COM	35921N101	4	39,690 SH	SHARED-OTHER	1,3	39,690
CORRECTIONS CORP AMER NEW	COM	22025Y407	596	45,279 SH	SHARED-OTHER	1,2,4	45,279
CORRECTIONS CORP AMER NEW	COM	22025Y407	62	4,721 SH	SHARED-OTHER	1,3	4,721
ERIE INDTY COMPANY	COM	29530P102	1,027	25,955 SH	SHARED-OTHER	1,2,4	25,955
ERIE INDTY COMPANY	COM	29530P102	204	5,145 SH	SHARED-OTHER	1,3	5,145
PRE PAID LEGAL SVCS INC.	COM	740065107	6,045	350,630 SH	SHARED-OTHER	1,3	350,630
PRE PAID LEGAL SVCS INC	COM	740065107	1,965	113,985 SH	SHARED-OTHER	1,3	113,985

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SIMON WORLDWIDE INC		COM	828815100	34	121,283 SH	SHARED-OTHER 1,2,4	121,283
SIMON WORLDWIDE INC		COM	828815100	8	28,449 SH	SHARED-OTHER 1,3	28,449

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LEGEND OF ABBREVIATIONS: MANAGERS

Main Filer:	David P. Berkowitz
Other #1	William A. Ackman
Other #2	Section H Partners, L.P.
Other #3	Gotham International Advisers, L.L.C.
Other #4	Gotham Holdings Management, L.L.C.

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