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RIVERDEEP GROUP LTD
Form SC 13G
December 28, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO.)*

RIVERDEEP GROUP PLC

(Name of Issuer)

American Depositary Shares

(Title of Class of Securities)

76870Q109

(CUSIP Number)

December 27, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*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 the 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).

CUSIP No. 76870Q109

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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International Business Machines Corporation, 13-0871985

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /

(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

872,350

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

872,350

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

872,350*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.37%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

*Reflects transfer of 1,700,000 American Depositary Shares to an IBM related trust.

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ITEM 1(a): NAME OF ISSUER:

Riverdeep Group plc

ITEM 1(b): ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

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Corporate Headquarters USA:

125 Cambridge Park Drive
Cambridge, MA 02140

Corporate Headquarters Ireland:

Styne House, Third Floor
Upper Hatch Street
Dublin 2, Ireland

ITEM 2(a) NAME OF PERSON FILING

International Business Machines Corporation

ITEM 2(b): ADDRESS OF PRINCIPAL BUSINESS OFFICE:

New Orchard Road
Armonk, New York 10504

ITEM 2(c): CITIZENSHIP:

New York

ITEM 2(d): TITLE OF CLASS OF SECURITIES:

American Depositary Shares

ITEM 2(e): CUSIP NUMBER:

76870Q109

ITEM 3: Not Applicable

ITEM 4: OWNERSHIP:

(a) Amount beneficially owned: 872,350

(b) Percent of class: 2.37%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 872,350

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the
disposition of: 872,350

(iv) Shared power to dispose or to direct the
disposition of: 0

ITEM 5: OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following /X/

ITEM 6: OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not Applicable

ITEM 7: IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

ITEM 8: IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

ITEM 9: NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

ITEM 10: CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 28, 2001

INTERNATIONAL BUSINESS MACHINES CORPORATION

By: /s/ Andrew Bonzani

Andrew Bonzani
Assistant Secretary and Senior Counsel