

ROYAL AHOLD

FORM 11-K

(Annual Report of Employee Stock Plans)

Filed 8/3/2004 For Period Ending 12/31/2002

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

FORM 11-K

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the fiscal year ended December 31, 2002

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from to

Commission File Number 001-12510

AHOLD USA, INC. 401(K) SAVINGS PLAN FOR HOURLY ASSOCIATES

Ahold U.S.A., Inc.
14101 Newbrook Drive
Chantilly, VA 20151

(Full title and address of plan)

KONINKLIJKE AHOLD N.V. (publ)

Albert Heijnweg 1
1507 EH Zaandam
The Netherlands

(Name of issuer of the securities held pursuant to the plan and the address of
its principal executive office)

The Ahold USA, Inc. 401(k) Savings Plan for Hourly Associates (the "Plan") is subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Therefore, in lieu of Items 1-3 of Form 11-K, the statements of net assets available for benefits as of December 31, 2002 and 2001, and the related statements of changes in net assets available for benefits for the years then ended, and schedule, which have been prepared in accordance with the financial reporting requirements of ERISA, are attached hereto as Appendix 1 and incorporated herein by reference.

Exhibit Number

Description of Documents

1

Consent Of Independent Registered Public Accounting
Firm

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

AHOLD USA, INC. 401(k) SAVINGS PLAN FOR HOURLY ASSOCIATES

By: AHOLD U.S.A., INC.
As Plan Administrator

By: /s/ Ward Kraemer

Name: Ward Kraemer
Title: Vice President
Retirement Plans and Executive
Compensation

Date: August 3, 2004

Appendix 1

Ahold USA, Inc.
401(k) Savings Plan for Hourly Associates

Financial Statements as of and for the
Years Ended December 31, 2002 and 2001,
Supplemental Schedule as of December 31, 2002, and Report of Independent Registered Public Accounting Firm

**AHOLD USA, INC. 401(k) SAVINGS PLAN
FOR HOURLY ASSOCIATES**

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Schedules required under the Employee Retirement Income Security Act of 1974, other than the schedule listed above, are omitted because of the absence of the conditions under which they are required.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Plan Administrator and Participants
Ahold USA, Inc. 401(k) Savings Plan
for Hourly Associates:

We have audited the accompanying statements of net assets available for benefits of Ahold USA, Inc. 401(k) Savings Plan for Hourly Associates (the "Plan") as of December 31, 2002 and 2001, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2002 and 2001, and the changes in its net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule listed in the Table of Contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management. This schedule has been subjected to the auditing procedures applied in our audit of the basic 2002 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic 2002 financial statements taken as a whole.

As discussed in Note 7 to the financial statements, certain activities of the Plan's sponsor, its owner, and affiliates (and their current and former directors, officers and employees) with respect to the Plan and its operations are the subject of ongoing investigations by various governmental and regulatory entities.

September 29, 2003
McLean, VA

AHOLL USA, INC. 401(k) SAVINGS PLAN
 FOR HOURLYT ASSOCIATES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
 AS OF DECEMBER 31, 2002 AND 2001

ASSETS	2002	2001

INVESTMENTS-At fair value:		
Interest in Master Trust	\$152,012,256	\$165,668,694
Loans to participants	8,690,761	8,818,065
	-----	-----
Total investments	160,703,017	174,486,759
CONTRIBUTIONS RECEIVABLE:		
Employer	4,650,014	4,171,016
	-----	-----
Total assets	165,353,031	178,657,775
	-----	-----
LIABILITIES		
Accrued expenses		12,298
Excess deferrals		27,923
	-----	-----
Total liabilities	-	40,221
NET ASSETS AVAILABLE FOR BENEFITS	\$165,353,031	\$178,617,554
	=====	=====

See notes to financial statements.

AHOLD USA, INC. 401(k) SAVINGS PLAN
FOR HOURLY ASSOCIATES

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2002 AND 2001

	2002	2001
ADDITIONS:		
Participant contributions	\$ 11,199,705	\$ 11,279,460
Employer contributions	4,692,855	4,164,850
Participant rollovers	221,376	973,285
	-----	-----
Total	16,113,936	16,417,595
	-----	-----
DEDUCTIONS:		
Net investment loss from interest in Master Trust	11,530,635	5,718,769
Benefit payments	15,792,751	17,489,360
Assets transferred to/from other plans-net	1,896,813	(1,561,560)
Administrative expenses	158,260	128,868
	-----	-----
Total	29,378,459	21,775,437
	-----	-----
NET DECREASE	(13,264,523)	(5,357,842)8
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	178,617,554	183,975,396
End of year	\$ 165,353,031	\$ 178,617,554
	=====	=====

See notes to financial statements.

**AHOLD USA, INC. 401(k) SAVINGS PLAN
FOR HOURLY ASSOCIATES**

**NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2002 AND 2001**

1. DESCRIPTION OF THE PLAN

The following brief description of the Ahold USA, Inc. 401(k) Savings Plan for Hourly Associates (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Agreement for more complete information.

General--The Plan is a defined contribution plan that was adopted by Ahold USA, Inc. (the "Company") effective July 1, 1997, to provide tax-deferred savings to the Company and its subsidiaries' eligible hourly employees. In August 2001, the Company acquired certain stores of Grand Union from

C&S Wholesale Grocers. The employees of Grand Union were offered the opportunity to transfer their accounts from their plan with Grand Union to the Ahold USA, Inc. 401(k) Savings Plan Master Trust. Total assets transferred into the Plan was \$2,015,819. Effective October 1, 2001, the assets for active hourly associates of the Peapod Inc. 401(k) Savings Plan were transferred into the Plan. The amount of the asset transferred was \$84,672. Additionally, assets may be transferred into or between related plans of the Company in connection with a change in an eligible employee's employment status (i.e., salaried, hourly, or union). Such transfers to other plans totaled \$(1,426,237) and \$(538,931) in 2002 and 2001, respectively. In August 2002, Ahold sold several of its Tops divisions. Assets transferred out of the Plan totaled \$(442,157). Also, the net assets transferred in 2002 include some miscellaneous transfers of \$28,419 from various previous employers.

An employee is eligible to participate in the Plan after completing 1,000 hours within one year of service commencing at the employee's start date and attainment of age 21. The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Master Trust--Effective July 1, 1997, the Ahold USA, Inc. 401(k) Savings Plan Master Trust (the Trust) was established to serve as the funding medium of the Plan. Fidelity Management Trust Company (the Trustee) was appointed by the Company to hold, administer, and invest the assets of the Trust. The Trust is also the funding medium for other Company-sponsored employee benefit plans. Each of the plans participating in the Master Trust has a proportionate and undivided ownership interest in the Master Trust assets. In August 2001, the Company acquired certain stores of Grand Union from C&S Wholesale Grocers. The employees of Grand Union were offered the opportunity to transfer their accounts from their plan with Grand Union to the Ahold USA, Inc. 401(k) Savings Plan Master Trust. Total assets transferred into the Trust were \$4,565,967. Effective October 1, 2001, all the assets of the Peapod Inc. 401(k) Savings Plan were merged into the Ahold USA, Inc. 401(k) Savings Plan Master Trust. The amount of the assets merged was \$1,590,069.

Administration--All administrative expenses associated with the Plan are paid by the Plan, except for the costs of Company employees responsible for Plan administration, which are paid by the Company.

Contributions--A participant may elect to make pretax contributions to the Plan in an amount ranging from 1% to 18% (25% for non-highly compensated participants) of the participant's compensation (consisting of total earnings including overtime, bonuses, and other special allowances, as defined) up to a maximum amount established annually by the Internal Revenue Service (the "IRS"). The Company matches 50% of a participant's contribution, such that the participant's contributions do not exceed 6% of the participant's eligible compensation. Individual companies may make additional matching contributions on behalf of their eligible participants.

Investments--Participants direct the investment of their contributions into various investment options offered by the Plan.

Participant Accounts--Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, (b) Plan earnings (losses), (c) forfeitures of participant's nonvested accounts, and (d) an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting--A participant vests in the Company contribution at a rate of 20% for each year a participant works at least 1,000 hours. Employee contributions are fully vested. Forfeited balances of terminated participants are used to reduce future contributions by the Company.

Loans to Participants--A participant is eligible to borrow from the Plan after participating in the Plan for at least one year. The minimum loan amount is \$1,000 and may not exceed the lower of \$50,000 or 50% of the participant's vested account balance. Each loan is secured by the participant's account and bears interest at prime (4.25% at December 31, 2002), adjusted monthly. Loans are repaid through payroll withholdings over terms of 6 months to 15 years.

Payment of Benefits--A participant's account may be withdrawn upon attainment of age 59 1/2, retirement, death, or termination of employment. At such time, the participant is entitled to receive the entire value of his or her account either as a lump-sum amount or annual installments over a ten-year period.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting--The accompanying financial statements are prepared under the accrual basis of accounting that is in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition--Interest in the Master Trust is stated at fair market value as determined by the Trustee, based on quoted market prices of the underlying assets. The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Participant loans are stated at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Use of Estimates--The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits, changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Expenses--Administrative expenses associated with the Plan are paid by the Plan, except for the costs of Company employees responsible for Plan administration, which are paid by the Company.

Payment of Benefits--Benefit payments to participants are recorded upon distribution.

3. MASTER TRUST

The Plan's interest in the assets of the Master Trust is included in the accompanying statements of net assets available for benefits. A summary of the assets of the Master Trust as of December 31, 2002 and 2001, is as follows:

	2002	2001
Ahold Company Stock Fund	\$ 9,044,712	\$ 13,387,434
Fidelity Diversified International Stock Fund	10,359,990	9,870,166
Fidelity Equity Income Fund	24,993,421	29,572,800
Fidelity Freedom Income Fund	1,618,513	971,396
Fidelity Freedom 2000 Fund	2,056,821	1,591,069
Fidelity Freedom 2010 Fund	5,115,824	4,093,815
Fidelity Freedom 2020 Fund	4,821,981	3,896,764
Fidelity Freedom 2030 Fund	4,191,042	3,618,733
Fidelity Freedom 2040 Fund	488,235	252,723
Fidelity Growth & Income Fund	96,120,746	122,010,386
Fidelity Low-Priced Stock Fund	41,689,208	36,626,935
Fidelity Magellan Fund	51,980,005	66,906,624
Fidelity Managed Bond Fund	50,996,866	41,071,197
Fidelity Managed Income Portfolio II Class 3 Fund	201,902,354	192,106,258
Fidelity Puritan Fund	59,105,055	63,760,978
Janus Twenty Fund	34,759,628	46,156,780
Janus Worldwide Fund	42,818,546	59,511,635
Lord Abbett Development Growth	8,511,318	11,619,916
Msift Value Adviser	5,585,616	6,811,164
Spartan U.S. Equity Index Fund	32,278,258	39,120,033
Janus Adv. Cap. Appr I	50	
MFS Value Fund A	4,265,387	
	-----	-----
	\$692,703,576	\$752,956,806
	=====	=====

Allocations of assets of the Master Trust to participating plans as of December 31, 2002 and 2001, is as follows:

	Amount	Percent
2002		
Ahold USA, Inc. 401(k) Savings Plan	\$ 494,340,155	71%
Ahold USA, Inc. 401(k) Savings Plan for Hourly Associates	152,012,256	22%
Ahold USA, Inc. 401(k) Savings Plan for Union Associates	46,351,165	7%
	-----	----
	\$ 692,703,576	100%
	=====	=====
2001		
Ahold USA, Inc. 401(k) Savings Plan	\$ 532,585,199	71%
Ahold USA, Inc. 401(k) Savings Plan for Hourly Associates	165,668,694	22%
Ahold USA, Inc. 401(k) Savings Plan for Union Associates	54,702,913	7%
	-----	----
	\$ 752,956,806	100%
	=====	=====

Net investment (loss) income of the Master Trust for the years ended December 31, 2002 and 2001, is as follows:

	Total Interest Dividends	Net Appreciation (Depreciation) in Fair Value of Investments 2002	Net Investment Income
Ahold Company Stock Fund Mutual Funds	\$ - 18,776,502	\$ (7,876,656) (100,320,662)	\$ (7,876,656) (81,544,160)
Total	\$ 18,776,502	\$ (108,197,318)	\$ (89,420,816)
----- 2001 -----			
Ahold Company Stock Fund Mutual Funds	\$ - 24,519,716	\$ (769,524) (71,268,903)	\$ (769,524) (46,749,187)
Total	\$24,519,716	\$ (72,038,427)	\$ (47,518,711)

Investment earnings of the Master Trust are allocated according to each plan's balance in relation to the total Master Trust fund balance.

Allocations of net investment loss of the Master Trust to the participating plans for the years ended December 31, 2002 and 2001, are as follows:

	2002	2001
Ahold USA, Inc. 401(k) Savings Plan	\$ (70,857,571)	\$ (39,139,435)
Ahold USA, Inc. 401(k) Savings Plan for Hourly Associates	(11,530,635)	(5,718,769)
Ahold USA, Inc. 401(k) Savings Plan for union Associates	(7,032,610)	(2,660,507)
Total	\$ (89,420,816)	\$ (47,518,711)

4. PLAN TERMINATION

The Company has the right under the Plan, although it has not expressed any intent to do so, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event of Plan termination, all participants' accounts will become fully vested.

5. RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by affiliates of Fidelity Management Trust Company, the trustee as defined by the Plan. Therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to \$158,260 for 2002 and \$128,868 for 2001.

6. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Plan by a letter dated May 22, 2002, that the Plan and related Trust are designed in accordance with the applicable regulations of the Internal Revenue Code. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue

Code and the Plan; thus the related Trust continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

7. LITIGATION AND GOVERNMENTAL/REGULATORY INVESTIGATIONS

On February 24, 2003 the Company's parent, Royal Ahold ("Ahold"), announced, among other things, that it would be restating its earnings for the fiscal year 2001 and the first three quarters of the fiscal year 2002, because of certain accounting irregularities at one of its operating subsidiaries, U.S. Foodservice, Inc. ("U.S. Foodservice"), and that the historical financial statements of Ahold would have to be restated because certain other subsidiaries had been improperly consolidated (the "February 24 Announcement"). Following the February 24 Announcement, the United States Attorney for the Southern District of New York (the "U.S. Attorney") commenced a grand jury criminal investigation relating to possible wrongdoing, and the United States Securities & Exchange Commission ("SEC") commenced a civil investigation relating to possible violations of U.S. securities laws, by Ahold, its subsidiaries, including the Company, and certain of their respective current and former officers, directors and employees in connection with the events leading to the February 24 Announcement and other accounting-related matters. In addition, following the February 24 Announcement, United States Department of Labor ("DOL") opened both civil and criminal investigations into whether any violations of ERISA were committed by Ahold and certain of its current and former officers, directors and employees in connection with the 401(k) retirement savings plan of Ahold USA, Inc. In the course of the DOL criminal investigation, which is also being coordinated with the U.S. Attorney's investigation, a letter request, dated July 9, 2003 was issued by the DOL relating to the Plan. The Company is fully cooperating with the investigation and has reached an agreement with the DOL regarding the production of documents in response to the letter request. Additionally, the Company's legal counsels are involved in ongoing discussions with the staff of the DOL in order to fully ascertain the staff's position in these matters. In view of the nature and stage of those discussions, the Company cannot at this point predict when the investigations will be completed, whether the Company will actually be charged with or convicted of any violation of law or whether any fines will be imposed upon the Company or what the final amount of such fines would be or what actions, if any, the Company will be required to take with respect to the Plan.

Following the February 24 Announcement, numerous putative class actions claiming violations of Section 10(b) of the Securities & Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder and Section 20(a) of the Exchange Act (collectively, the "Securities Action") were filed on behalf of Ahold's stockholders. Additionally, two class actions were also filed on behalf of participants in the 401(k) retirement savings plan of Ahold USA, Inc. against Ahold, Ahold USA, Inc. and certain of Ahold's and its subsidiaries' respective current and former officers, directors and employees and one on behalf of the participants in the 401(k) retirement savings plan of U.S. Foodservice against U.S. Foodservice and certain of its current and former officers, directors and employees alleging violations of ERISA (collectively, the "ERISA Actions"). To date, the Company has not been named as a defendant in either the Securities Action or the ERISA Actions and this litigation does not yet involve any claims relating to the Plan. Due to the early stages of this litigation, however, the Company is unable to predict whether this litigation will ultimately involve the Company or the Plan or whether the likelihood of an adverse judgment against the Company is either probable or remote. Further, in the event of an adverse judgment, the Company is unable to predict the amount of damages the Company would face as result of such a judgment.

* * * * *

**AHOLD USA, INC. 401(k) SAVINGS PLAN
FOR HOURLY ASSOCIATES**

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2002

Party- in- Interest to the Plan	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	Current Value
*	Interest in Master Trust		\$ 152,012,256
*	Loans to participants	Various loans, bearing interest at prime (and prime plus 1% for loans withdrawn prior to July 1, 2000), maturities up to 15 years	8,690,761 -----
	Total		\$ 160,703,017 =====

Exhibits.

Exhibit Number

Description of Documents

1

Consent Of Independent Registered Public Accounting
Firm

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-9774 of Koninklijke Ahold N.V. on Form S-8 of our report dated September 29, 2003, appearing in this Annual Report on Form 11-K of Ahold U.S.A., Inc. 401(k) Savings Plan for Hourly Associates for the year ended December 31, 2002.

/s/ Deloitte & Touche LLP

*McLean, Virginia
August 2, 2004*

End of Filing

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