

DUFF & PHELPS UTILITIES TAX FREE INCOME INC
Form 4
December 09, 2002

FORM 4

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

OMB APPROVAL

OMB Number: 3235

/_/ Check this box if
no longer subject
to Section 16.
Form 4 or Form 5
obligations may
continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities
Exchange Act of 1934, Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(h)
of the Investment Company Act of 1940

Expires: January

Estimated average
hours per respon

(Print or Type Responses)

1. Name and Address of Reporting Person*

Georgeson,

William

(Last)

(First)

(Middle)

55 East Monroe Street, Suite 3600

(Street)

Chicago,

IL

60603-5807

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol Duff & Phelps Tax Free Income
Inc. (DTF)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Year 12/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director

Officer

10% Owner

Other

(give title below)

(specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

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___ Form filed by More than One Reporting Person

Table I--Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6.
		Code	V	Amount	(A) or (D)	Price		
Common Stock	12/04/02	P		243.807 shares	A	\$15.26	3192.295	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Table II--Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr.3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)
			Code	V		
8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Owners (Instr. 4)	Date Exercisable	Expi	D

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Explanation of Responses:

----- /s/ Maria G. Master ----- 12/9/02 -----
----- **Signature of Reporting Person ----- Date -----

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, on of which must be manually signed. If space is insufficient, see Instruction 6 for procedure

Prudential Financial, Inc.
Gateway Center Three
100 Mulberry Street, 4th Floor
Newark NJ 07102-4077

December 9, 2002

VIA EDGAR

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Duff & Phelps Tax-Free Income Inc. (the "Fund")
Form 4 of William Georgeson

Dear Sir or Madam:

We are transmitting electronically via EDGAR a Form 4 with respect to the Fund filed on behalf of Mr. Georgeson, Director of the Fund. Please

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call me at 973-367-3028 if you have any questions relating to this filing. Thank you for your consideration.

Sincerely,

/s/ Maria G. Master

Maria G. Master

Vice President and Corporate Counsel