

KEITH COMPANIES INC  
Form SC 13G/A  
February 12, 2003

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

SCHEDULE13G

Under the Securities Exchange Act of 1934

(Amendment No\_\_2\_\_) \*

THE KEITH COMPANIES, INC.

-----  
(Name of Issuer)

Common  
-----

(Title of Class of Securities)

487539108  
-----

(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which

this Schedule is filed:

/x/ Rule 13d-1(b)  
/x/ 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 in the remainder of this cover 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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.  
SEC 1745 (3-98)

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CUSIP No. 487539108  
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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

E\*Capital Corporation  
-----

2. Check the Appropriate Box if a Member of a Group  
(See Instructions)

(a) /x/  
(b) / /  
-----

3. SEC Use Only  
-----

4. Citizenship or Place of Organization

California  
-----

Number of Shares	5. Sole Voting Power	394,000
Beneficially by	-----	-----
Owned by Each	6. Shared Voting Power	604,265
Reporting	-----	-----
Person With:	7. Sole Dispositive Power	394,000
	-----	-----
	8. Shared Dispositive Power	626,265

  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

626,265  
-----

10. Check if the Aggregate Amount in Row (11) Excludes Certain  
Shares (See Instructions)

/x/  
-----

11. Percent of Class Represented by Amount in Row (11)

8.4%  
-----

12. Type of Reporting Person (See Instructions)

CO  
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CUSIP No. 487539108  
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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

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Edward Wedbush

2. Check the Appropriate Box if a Member of a Group  
(See Instructions)

(a) /x/  
(b) / /

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of Shares	5. Sole Voting Power	172,100
Beneficially by	6. Shared Voting Power	604,265
Owned by Each	7. Sole Dispositive Power	172,100
Reporting	8. Shared Dispositive Power	626,265
Person With:		

9. Aggregate Amount Beneficially Owned by Each Reporting Person

626,265

10. Check if the Aggregate Amount in Row (11) Excludes Certain  
Shares (See Instructions)

/x/

11. Percent of Class Represented by Amount in Row (11)

8.4%

12. Type of Reporting Person (See Instructions)

IN

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CUSIP No. 487539108

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Wedbush Morgan Securities, Inc.

2. Check the Appropriate Box if a Member of a Group  
(See Instructions)

(a) /x/  
(b) / /

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3. SEC Use Only

6. Citizenship or Place of Organization

California

Number of Shares	5. Sole Voting Power	38,165
Beneficially by		
Owned by Each	6. Shared Voting Power	604,265
Reporting		
Person With:	7. Sole Dispositive Power	38,165
	8. Shared Dispositive Power	626,265

9. Aggregate Amount Beneficially Owned by Each Reporting Person

626,265

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

/x/

11. Percent of Class Represented by Amount in Row (11)

8.4%

12. Type of Reporting Person (See Instructions)

BD

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Cusip No. 487539108

13G THE KEITH COMPANIES INC.

Item 1. Name and Address of Issuer.

(a) This statement relates to the shares of the common stock of THE KEITH COMPANIES, INC. ("Issuer").

(b) Issuer's address: 2955 Red Hill Avenue,  
Costa Mesa, California 92626

Item 2. Filers

(a) This statement is filed by E\*Capital Corporation ("ECC"), Edward W. Wedbush ("EWW") and Wedbush Morgan Securities, Inc. ("WMS").

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- (b) Business address of the above filers are as follows:  
ECC - 1000 Wilshire Blvd., Los Angeles, CA 90017-2457  
EWW - P.O. Box 30014, Los Angeles, CA 90030-0014  
WMS - P.O. Box 30014, Los Angeles, CA 90030-0014
- (c) ECC is a California corporation. EWW is a citizen of the United States of America. WMS is a California corporation.
- (d) Common stock
- (e) 487539108

Item 3. Classification of Filers

- (a) WMS is a broker/dealer
- (b) - (g) Not applicable

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Item 4. Ownership

- (a) ECC has sole ownership of 394,000 Shares of the Issuer; EWW has sole ownership of 172,100 Shares; and WMS has sole ownership of 38,165 Shares.
- (b) Of the Shares outstanding, ECC owns approximately 5.26%; EWW owns approximately 2.30%; and WMS owns approximately 0.51%.
- (c) Number of Shares as to which the filer has:
  - (i) Sole power to vote: ECC has sole power to vote on 394,000 Shares; EWW has 172,100 sole Shares; and WMS has 38,165 sole Shares.
  - (ii) Shared power to vote: ECC has 604,265 Shares; EWW has 604,265 Shares; and WMS has 604,265 Shares.
  - (iii) Sole power to dispose: ECC has sole power to dispose on 394,000 Shares; EWW has 172,100 Shares to dispose; and WMS has 38,165 Shares to dispose.
  - (iv) Shared power to dispose; ECC has 626,265 Shares; EWW has 626,265 Shares; WMS has 626,265 Shares.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another.

Not applicable.

Item 7. Identification and Classification of Subsidiary which

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Acquired the Securities Being Reported on by the Parent Holding Company.

Not Applicable.

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Item 8. Identification and Classification of Members of a Group.

Name	Category	No.ofShares	Percentage
E*Capital Corporation	CO	394,000	5.26%
Edward W. Wedbush	IN	172,100	2.30%
Wedbush Morgan Securities, Inc.	BD	38,165	0.51%

EWV is the chairman of ECC. EWV owns a majority of the outstanding Shares of ECC. EWV is the President and Chief Executive Officer of WMS. ECC owns a majority of the shares of WMS. Accordingly, EWV may be deemed the beneficial owner of the Issuer's Shares owned by ECC. However, beneficial ownership of the Issuer's Shares is hereby disclaimed by EWV.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification

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

E\*Capital Corporation

2/12/03

-----  
Date

ERIC D. WEDBUSH

-----  
Eric D. Wedbush  
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Signature

ERIC D. WEDBUSH

Eric D. Wedbush/ Executive Vice President

Name/Title

Edward W. Wedbush

2/12/03

Date

EDWARD W. WEDBUSH

Edward W. Wedbush

Signature

EDWARD W. WEDBUSH

Edward W. Wedbush

Name/Title

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Wedbush Morgan Securities, Inc.

2/12/03

Date

EDWARD W. WEDBUSH

Edward W. Wedbush

Signature

Edward W. Wedbush/ President and Chief Executive Officer

Name/Title

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