## FORM 4

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

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

OMB APPROVAL


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

| 1. Title of Security(Instr. 3) | 2. Transaction Date (Month/Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Transaction Code(Instr. 8) |  | 4. Securities Acquired (A) or Disposed of (D)(Instr. 3, 4 and 5) |  |  | $\begin{aligned} & \text { 5. Amount of } \\ & \text { Securities } \\ & \text { Beneficially Owned } \\ & \text { Following Reported } \\ & \text { Transaction(s) } \\ & \text { (Instr. } 3 \text { and 4) } \\ & \hline \end{aligned}$ | 6. Ownership Form: Direct (D) or Indirect (I)(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  | Code | V | Amount | (A) or (D) | Price |  |  |  |
| Common Stock | 9/30/02 |  | A |  | 7,744 | A |  | 53,048 (1) | D |  |
|  |  |  |  |  |  |  |  | 923 | I | 401(k) Plan |
|  |  |  |  |  |  |  |  |  |  |  |
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

|  |  |  |  | (4. Transaction Code |  |  |  | $\begin{aligned} & \text { 6. Date Exercisable and } \\ & \text { Expiration Date } \\ & \text { (Month/Day/Year) } \end{aligned}$ |  |  |  | $\left\{\begin{array}{l} \text { 8. Price of } \\ \text { Perveruat } \\ \text { Sustry } \end{array}\right.$ | 9. Number of <br> Derivative <br> Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 4) |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code | v | (A) | (D) | Exerisisble | ${ }^{\substack{\text { Expiraion } \\ \text { Dale }}}$ | Tite | (er |  |  |  |  |
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## Explanation of Responses:

(1) Includes a grant of 7,744 shares of common stock exempt from Section 16 (b) pursuant to rule 16b-3.

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, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
http://www.sec.gov/divisions/corpfin/forms/form4.htm Last update: 09/05/2002

