MARVIN SUSAN I

Form 4

December 16, 2002

FORM 4

o 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

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

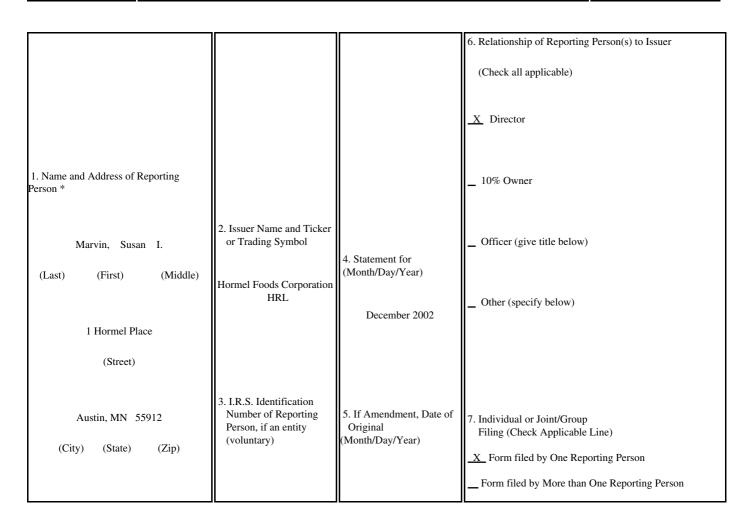


Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| Security | 2. Transaction Date (Month/Day/ | 2A. Deemed Execution Date, if any (Month/Day/ Year) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Owned Following | or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------|---------------------------------------|---|--|---|--------------------|-------------|---|
|----------|---------------------------------------|---|--|---|--------------------|-------------|---|

Edgar Filing: MARVIN SUSAN I - Form 4

| Common Stock | 12-13-02 | A | | 111 | A | 22.58 | 111* | D | |
|-----------------|----------|------|---|--------|------------|-------|------|---|--|
| | | Code | V | Amount | (A) or (D) | Price | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |

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

| | 2 | | | 4. Transacti | | (Instr. 3, 4 | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | 9. Number of Derivative Securities Beneficially | 10. Ownership Form of Derivative | |
|---------------------------------------|-------------------------|---------------------|---|-----------------|---|--------------|-----|---|--------------------|---|-------|---------------------------------------|--|---|---|
| Derivative Security | or Exercise Price of | Transaction Date | 3A. Deemed Execution Date, if any (Month/Day/ Year) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | | 8. Price of Derivative Security | Following Reported | Securities: Direct (D) or Indirect (I) (Instr. 4) | 11. Na of Indi Benefi Owner (Instr. |
| Stock Options (Right to Buy) | \$22.58 | 12-13-02 | | A | | 2,000 | | 6-13-02 | 12-13-12 | Common Stock | 2,000 | \$22.58 | 2,000 | D | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | П | | | | | | | | | | |
| | | | | | Ħ | | | | | | | | | | |
| | | | | | П | | | | | | | | | | |

| Dreal | lamatian | of Day | |
|-------|----------|--------|----------|
| EXD | lanation | or Kes | sponses: |

*Restricted Shares granted subject to certain restrictions (including possible forfeiture) applicable under the Nonemployee Director Stock Option and Award Plan.

Edgar Filing: MARVIN SUSAN I - Form 4

Date

** Signature of Reporting Person

| 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, <i>see</i> 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 |