MATTERN JAMES M

Form 4

April 25, 2003

SEC Form 4

FORM 4	4	UN	ITED STATES	OMB APPROVAL								
[] Check this box if no subject to Section 16. l			W									
or Form 5 obligations may continue. See Instruction 1(b).		STA	ATEMENT OF CHA	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden								
(Print or Type Response	es)	•	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									
1. Name and Address of Reporting Person*		g 2. Issue	er Name and Ticker or T	porting Person(s) to Issuer eck all applicable)								
Mattern, James M (Last) (First) (Middle)		3. I.R.S Num Pers	Hills Corporation BK S. Identification aber of Reporting on, if an entity	4. Statement for Month/Day.		Director 10% Owner X Officer Other Vice President - Administration						
PO Box 1400		(volu	untary)	April 23, 20	003	7. Individual or Joint/Group Filing (Check Applicable Line)						
	09-400	_		5. If Amendment, Date of Original (Month/Day/Year)		 X Form filed by One Reporting Person Form filed by More than One Reporting Person 						
(City) (State) (Zip)												
Table I - Non-Deriva	ative Secu	rities Acqui	red, Disposed of, or Be	neficially Own	ed							
1. Title of Security 2. Trans		ction Date /Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	(A) or Disposed (D) Of (Instr. 3, 4, and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner-ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount A/D F	l Price						
Common Stock	03/05/200)3		$\mathbf{R} \mid \mathbf{V}$	23.13 A	1		D				
Common Stock	03/05/200	3		$\mathbf{R} \mid \mathbf{V}$	61.97 A			D				
Common Stock	04/23/200	3		Fl	140.26 I \$27.99		6,902.96	D D				
Common Stock - 401K Plan	04/23/200	3		T V	183.38 A	\	5,728.84	I	By 401(k)			
Common Stock							30.00	I	By Immediate Family			

Reminder: Report on a separate line for each class of securities

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respond unless the form displays a currently valid OMB control number.

(over) SEC 1474 (9-02)

beneficially owned directly or indirectly.

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

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Form 4 (continued)

Table I			Acquired, Disp ants, options, c			wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)		10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Option (Right to Buy)	\$16.67					11/22/1997 11/22/2006	Common Stock - 3,000.00		3,000.00	D	
Option (Right to Buy)	\$16.67					11/22/1998 11/22/2006	Common Stock - 3,000.00		3,000.00	D	
Option (Right to Buy)	\$16.67					11/22/1999 11/22/2006	Common Stock - 3,000.00		3,000.00	D	
Option (Right to Buy)	\$19.38					07/21/1998 07/21/2007	Common Stock - 2,500.00		2,500.00	D	
Option (Right to Buy)	\$19.38					07/21/1999 07/21/2007	Common Stock - 2,500.00		2,500.00	D	
Option (Right to Buy)	\$19.38					07/21/2000 07/21/2007	Common Stock - 2,500.00		2,500.00	D	
Option (Right to Buy)	\$22.00					04/21/1999 04/21/2008	Common Stock - 2,500.00		2,500.00	D	
Option (Right to Buy)	\$22.00					04/21/2000 04/21/2008	Common Stock - 2,500.00		2,500.00	D	
Option (Right to Buy)	\$22.00					04/21/2001 04/21/2008	Common Stock - 2,500.00		2,500.00	D	
Option (Right to Buy)	\$24.06					07/20/2000 07/20/2009	Common Stock - 2,666.00		2,666.00	D	
Option (Right to Buy)	\$24.06					07/20/2001 07/20/2009	Common Stock - 2,667.00		2,667.00	D	
Option (Right to Buy)	\$24.06					07/20/2002 07/20/2009	Common Stock - 2,667.00		2,667.00	D	
	\$21.88								10,000.00	D	

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Option (Right to Buy)				04/25/2001 04/25/2010	Common Stock - 10,000.00			
Option (Right to Buy)	\$21.88			04/25/2002 04/25/2010	Common Stock - 10,000.00	10,000.00	D	
Option (Right to Buy)	\$21.88			04/25/2003 04/25/2010	Common Stock - 10,000.00	10,000.00	D	
Option (Right to Buy)	\$35.10			04/23/2003 04/23/2012	Common Stock - 1,593.00	1,593.00	D	
Option (Right to Buy)	\$35.10			04/23/2004 04/23/2012	Common Stock - 1,593.00	1,593.00	D	
Option (Right to Buy)	\$35.10			04/23/2005 04/23/2012	Common Stock - 1,594.00	1,594.00	D	

Explanation of Responses:

** 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.

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required to respond unless the form displays a currently valid OMB number.

By: Roxann R. Basham (POA on File)

** Signature of Reporting Person
Date

Power of Attorney

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