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				& 5)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares			Indirect (I) (Instr. 4)
				Code	V							
Phantom Stock	1-for-1	2/26/03		A	15.265	Immed.		Common Stock	15.265	\$70.72	1,526.298	D

Explanation of Responses:

By: /s/ **Todd A. Mayman**  
**Attorney-in-Fact**

**February 28, 2003**  
 Date

\*\*Signature of Reporting Person

\*\*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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