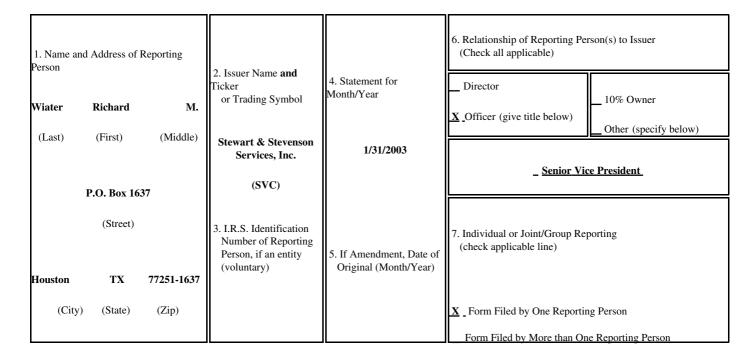
### WIATER RICHARD M

Form 5

February 18, 2003

#### FORM 5 OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 \_\_ Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may ANNUAL STATEMENT OF CHANGES IN BENEFICIAL continue. See Instruction **OWNERSHIP** OMB Number: 3235-0362 1(b). Expires: January 31, 2005 Estimated average burden Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the \_ Form 3 Holdings hours per response. . . 1.0 Reported Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported



# Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Owner-

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 or Dispos (Instr. 3.			5. Amount of Securities Beneficially Owned at the end of Issuer's	or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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<sup>\*</sup> If the form is filed by more than one reporting person, see instruction 4(b)(v).

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

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Title of     Derivative     Security	Derivative	3. Transaction Date (Month/	(Month/		5. Num of Derivat Securiti Acquire (A) or Dispose (D) (Instr. 3 and 5)	ed of	6. Date Exerc Expiration Da (Month/Day/ Date Exercisable	cisable and ate Year)  Expiration	7. Title am Amount of Underlying Securities (Instr. 3 ar	f g	8. Price of Derivative Security	Beneficially Owned at	10.Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	1 0
Non-Qualified Stock Option (right to buy)		04/08/02		A	10,000		(1)		Common		(2)	10,000	D	
Non-Qualified Stock Option (right to buy)		03/25/02		A	30,000		(3)	03/25/12	Common Stock	30,000	(2)		D	
Non-Qualified Stock Option (right to buy)	\$18.54	03/25/02		A	30,000		(3)	03/25/12	Common Stock	30,000	(2)	60,000	D	

Explanation of Responses.	Exp!	lanation	of	Res	pons	es:
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(1) The stock option becomes exercisable in four equal annual installments commencing 4/8/03.

(2) Granted under the 1998 Nonstatutory Stock Option Plan.

(3) The stock option becomes exercisable in four equal annual installments commencing 3/25/03.

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/s/ Richard M. Wiater

\*\* Signature of Reporting Person

Date

2/13/03

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

http://www.sec.gov/divisions/corpfin/forms/form5.htm

Last update: 09/03/2002