

JONES ROBERT A
Form 4
February 24, 2003

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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).

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

| 1. Title of Security <i>(Instr. 3)</i> | 2. Transaction Date <i>(Month/Day/Year)</i> | 2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i> | 3. Transaction Code <i>(Instr. 8)</i> | 4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|---|--|---|--|---|--|--|---|
|---|--|---|--|---|--|--|---|

| | | | | (A) or (D) | Price | | | | | |
|--------------|---------|--|------|------------------|--------|---|---------|-------|---|-----|
| | | | Code | V | Amount | | | | | |
| Common Stock | 2/21/03 | | A | | 110 | A | \$45.00 | 6,443 | D | N/A |

| | | | | | | | | | | |
|--------------|--|--|--|--|--|--|--|-------|---|----------------|
| Common Stock | | | | | | | | 5,451 | I | By 401(K) Plan |
|--------------|--|--|--|--|--|--|--|-------|---|----------------|

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

| 1. Title of Derivative Security <i>(Instr. 3)</i> | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date <i>(Month/Day/Year)</i> | 3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i> | 4. Transaction Code <i>(Instr. 8)</i> | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> |
|--|--|--|--|--|--|
| | | | | | CodeV (A)(D) |
| | | | | | Stock Option 42.00 |
| | | | | | Stock Option 42.00 |
| | | | | | Stock Option 42.00 |
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| | | | | | Stock Option 42.00 |
| | | | | | Stock Option 42.00 |
| | | | | | Stock Option 42.00 |
| | | | | | Stock Option (1) 42.00 |
| | | | | | Stock Option (1) 45.00 |

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

| 6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i> | 7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i> | 8. Price of Derivative Security <i>(Instr. 5)</i> | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i> | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|--|---|--|--|--|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| 2/19/02 | 5/31/04 | Common Stock | 385 | 385 | D |
| 2/19/02 | 3/15/05 | Common Stock | 440 | 440 | D |
| 2/19/02 | 3/15/06 | Common Stock | 440 | 440 | D |
| 2/19/02 | 3/15/07 | Common Stock | 1,760 | 1,760 | D |
| 2/19/02 | 3/15/08 | Common Stock | 2,640 | 2,640 | D |
| 2/19/02 | 3/15/09 | Common Stock | 5,500 | 5,500 | D |
| 2/19/02 | 3/15/10 | Common Stock | 3,300 | 3,300 | D |
| 2/19/02 | 3/15/11 | Common Stock | 3,300 | 3,300 | D |
| 1/31/02 | 1/31/12 | Common Stock | 4,000 | 4,000 | D |
| 1/29/03 | 1/29/13 | Common Stock | 4,000 | 4,000 | D |

Explanation of Responses:

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- (1) Vests over 3 years - 25% immediately and 25% each anniversary date.
- (2) Stock options granted at the discretion of the Board of Directors for no consideration.

/s/ TERRILL R. MOORE

2/21/03

**Attorney In Fact for
Reporting Person

Date

** 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.