

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549

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**—** Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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

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[illegible]

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

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date<br>(Month/ | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 & 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned | 10. Ownership Form of Deriv- | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|-----------------------------------------------|-----------------------------------------------|--------------------------------|-----------------------------------|---------------------|------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------|------------------------------|-----------------------------------------------------------|
|-----------------------------------------------|-----------------------------------------------|--------------------------------|-----------------------------------|---------------------|------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------|------------------------------|-----------------------------------------------------------|

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|               | Security | Day/<br>Year) | (Month/<br>Day/<br>Year) | (Instr. 8) |   | Acquired (A) or Disposed of (D) |     |                   |                  |              |                            | Following Reported Transaction(s) (Instr. 4) | ative Security: Direct (D) or Indirect (I) (Instr. 4) |   |
|---------------|----------|---------------|--------------------------|------------|---|---------------------------------|-----|-------------------|------------------|--------------|----------------------------|----------------------------------------------|-------------------------------------------------------|---|
|               |          |               |                          | Code       | V | (A)                             | (D) | Date Exer-cisable | Expira-tion Date | Title        | Amount or Number of Shares |                                              |                                                       |   |
| Phantom Stock | 1-for-1  | 11/25/02      |                          | A          |   | 9.015                           |     | Immed.            |                  | Common Stock | 9.015                      | \$69.39                                      | 1,470.169                                             | D |

Explanation of Responses:

By: /s/ **Todd A. Mayman**

**Attorney-in-Fact**

\*\*Signature of Reporting Person

**November 27, 2002**

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.

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