TELLEZ CORA M
Form 5
January 03, 2003
SEC Form 5

FORM 5

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

[ ] Form 3 Holdings Reported

[ ] Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL 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(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
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1. Name and Address of Reporting Person*
Tellez, Cora M.

(Last) (First) (Middle)
201 Mission Street

(Street)
San Francisco, CA 94105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Catellus Development Corp CDX

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year
2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director _ 10% Owner
_ Officer (give title below) _ Other (specify below)

Description

7. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
_ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5) Amount / A/D / Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	**01/01/02**	**A**	**1,850 / A /**	**6,954 (2)**	**D**	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)	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)	9. Number of Derivative Securities Beneficially Owned at End of Year Reported Transaction(s) (Instr.4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)

				(Instr. 3, 4 and 5) A or D	DE / ED	Title / Amount or Number of Shares			(Instr.4)	
Stock Option (right to buy)	**$20.40**	**04/30/02**	**A**	**5,000 A**	**(3) / 04/30/12**	**Common Stock / 5,000**		**5,000**	**D**	

Explanation of Responses:

1)Represents common stock issuable on a one-for-one basis on settlement of Director Stock Units under the Catellus Development Corporation 2000 Performance Award Plan.

(2) Includes credited Director Stock Units and any stock held outright.

(3) The option becomes exercisable upon the expiration of various time periods: (a) 25% of the options are exercisable on April 30, 2003, and thereafter; (b) 50% of the options are exercisable on April 30, 2004, and thereafter; (c) 75% of the options are exercisable on April 30, 2005, and therafter; and (d) 100% of the options are exercisable on April 30, 2006, and thereafter until April 30, 2012.

By:
/s/ Barbara Polster, attorney-in-fact
01/03/03
** Signature of Reporting Person
Date

SEC 2270 (7-02)

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