LOUCKS VERNON R JR

Form 4 May 02, 2003

FORM 4

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

OMB APPROVAL

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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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Address of Loucks, Jr., Vernon I				and Ticke ch Compa			D)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First 1101 Skokie Blvd., St	c	of Reporting Person,					tement for h/Day/Year /03	109	X Director			
Northbrook, IL 60062							Date (Mon	Amendment, of Original th/Day/Year)	(Cl <u>X</u> I Per I Rej	neck Applicate Form filed by Son Form filed by porting Person	One Reporting More than One	
	ate) (Zip)			ole I				rities Acquired, D	_			
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deeme Execution Date, if any (Month/Day Year)	actio Code (Inst	n . 8)		sposed	of (D)	5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s)		6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		, ,				(D)		(Instr. 3 & 4)		(Instit 1)		
Common Stock (\$1 par value)									4,000	D (1)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

		(e	.g., puis,	cans, v	varrants	s, options, convert	ible securities)				
1. Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of		Date,	Code	Derivative	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative	(Month/	if any		Securities	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	Security	Day/	(Month/	(Instr.	Acquired				Following	ative	
		Year)	Day/	8)	(A) or				Reported	Security:	
			Year)		Disposed				Transaction(s)	Direct	

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

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					of (D) (Instr. 3, 4 & 5)						,	(D) or Indirect (I)	
			Code	V	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares		(Instr. 4)	
Stock Option (Right to Buy)	\$49.59	05/01/03	A		5,000		(2)		Common Stock	5,000	5,000	D	

Explanation of Responses:

(1) In connection with the Rights Agreement adopted by the Company, Preferred Stock Purchase Rights were distributed to shareholders and are deemed to be attached to the shares of Common Stock of the Company listed on this Form. One-quarter of a Preferred Stock Purchase Right is attached to each share of common stock. If and when the Rights become exercisable, the holder of each Right initially would be entitled to purchase one one-hundredth of a share of Series Junior B Participating Preferred Stock at a purchase price of \$195 (both the number of fractional shares and the purchase price are subject to adjustment).

(2) Vesting is as follows: 1,667 on 05/01/2004; 1,667 on 05/01/2005; 1,666 on 05/01/2006.

By: /s/ <u>Laura H. Reeves, Attorney-in-Fact</u> <u>05/02/2003</u>
Power of Attorney

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).