

CARSON MARY ANNE
Form 4
December 20, 2002

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

OMB APPROVAL

FORM 4

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

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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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| | | | | | | | | |
|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol Monterey Bay Bancorp, Inc. (MBBC) | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Carson, Mary Anne (Last) (First) (Middle) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) | |
| 567 Auto Center Drive (Street) | | | | | | | 4. Statement for Month/Day/Year December 19, 2002 | |
| Watsonville, CA 95076 (City) (State) (Zip) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

| 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|--|--------------------------------------|---|--|------------|--------------------------------|--|---|--|--|--|---|--|-----------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | | | | | | | |
| Common Stock | | | | | | | | | | | | 553.92 | D | | by 401(k) | |

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).

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

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| | | Year) | Disposed of (D) | | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) |
|--------------|---------|----------|-------------------|---------|-------------------|------------------|--------|----------------------------|---------------------------|---------------------------------------|
| | | | (Instr. 3, 4 & 5) | (A) (D) | | | | | | |
| Stock Option | \$20.13 | 12/19/02 | A | 3,000 | (1) | 12/19/12 | Common | 3,000 | 6,000 | D |

Explanation of Responses:

(1) Options vest at 20% per year for five years from the date of grant and expire in ten years from the date of grant.

By: /s/ Mary Anne Carson

December 20, 2002

Date

**Signature of Reporting Person

**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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