

Edgar Filing: MCCORKINDALE DOUGLAS H - Form 4

Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	Action Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Date (Month/Day/ Year)		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Be Ow (In
					Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date				
Phantom Stock	1-for-1	12/13/02		A	649.684		Immed.		Common Stock	649.684	\$71.1909	93,064.368⁽²⁾	D	
Employee Stock Option (right to buy)	\$23.625	12/13/02		M		200,000⁽³⁾		12/13/02	Common Stock	200,000		0	D	

Explanation of Responses:

- (1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) Prior Forms 4 reported shares held under the issuer's Deferred Compensation Plan in Table I, as Common Stock. These shares are now reported in Table II, Column 9 of this Form 4, as Phantom Stock.
- (3) The option vested in four equal annual installments beginning on December 13, 1995.

By: /s/ **Douglas H. McCorkindale**

December 16, 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.