### MCGREGOR DOUGLAS A

Form 4 April 18, 2003

## FORM 4

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

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# 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

#### **OMB APPROVAL**

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| 1. Name and A  McGregor, Do      | address of Repo   |                      |                               | me <b>and</b> Tio<br><b>Mortgage</b> o |  | Pe                              | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner Officer (give title below) Other (specify below) |   |   |            |   |  |
|----------------------------------|-------------------|----------------------|-------------------------------|--|--|---------------------------------|--|---|---|------------|---|--|
| (Last) (First) (Middle)          |                   |                      |                               | rting                                  | ntification<br>g Person,<br>voluntary) | Numbe                           |  |   |   |            | Mo  | Statement for onth/Day/Year ril 18, 2003 |
| Owings Mills,                    | (Street) MD 21117 |                      |                               |  |  | Da                              | 5. If Amendment,<br>Date of Original<br>(Month/Day/Year)   |   | 7. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person |            |   |  |
| (Cit                             | Т                 | able                 | e I Non-I                     | Derivat                                | d, Dispose                             | posed of, or Beneficially Owned |  |   |   |            |   |  |
| 1. Title of 2. Trans- 2A. Deemed |                   |                      | 3. Transaction Code (Instr. 8 |  | 4. Securities or Dispose (Instr. 3, 4  | d of (D                         |  | d (A) 5. Amount of<br>Securities<br>Beneficially<br>Owned Follow- |   | . I        | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |  |
|                                  | Year)             | (Month/Day/<br>Year) | Code                          | V                                      | Amount                                 | (A)<br>or<br>(D)                | Price  | ing Reported<br>Transactions(<br>(Instr. 3 & 4)                   | s)  | (Instr. 4) | (Instr. 4)  |  |
| Common<br>Shares <u>(1)</u>      | 4/17/03           |                      | A                             |  | 40.667                                 | A                               | \$24.5   | 59  | 4,113.8630  |            |   |  |

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)

| 1. Title of | 2. Conver- | 3.      | 3A.       | 4.      | 5.         | 6. Date Exercisable | 7. Title and   | 8. Price of | 9. Number of   | 10.       | 11. Nature  |
|-------------|------------|---------|-----------|---------|------------|---------------------|----------------|-------------|----------------|-----------|-------------|
| Derivative  | sion or    | Trans-  | Deemed    | Trans-  | Number     | and Expiration      | Amount of      | Derivative  | Derivative     | Owner-    | of Indirect |
| Security    | Exercise   | action  | Execution | action  | of         | Date                | Underlying     | Security    | Securities     | ship      | Beneficial  |
|             | Price of   | Date    | Date,     | Code    | Derivati   | Me Ionth/Day/       | Securities     | (Instr. 5)  | Beneficially   | Form      | Ownership   |
| (Instr. 3)  | Derivative |         | if any    |         | Securition | <b>X</b> ear)       | (Instr. 3 & 4) |             | Owned          | of Deriv- | (Instr. 4)  |
|             | Security   | (Month/ | (Month/   | (Instr. | Acquire    | d                   |                |             | Following      | ative     |             |
|             |            | Day/    | Day/      | 8)      | (A) or     |                     |                |             | Reported       | Security: |             |
|             |            | Year)   | Year)     |         | Dispose    | đ                   |                |             | Transaction(s) | Direct    |             |

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

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|  |  |      |   | of (I<br>(Inst<br>3, 4<br>5) | tr. |              |      |       |        | , | (D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) |  |
|--|--|------|---|------------------------------|-----|--------------|------|-------|--------|---|--|--|
|  |  | Code | V | (A)                          |     |              |      | Title | Amount |   |  |  |
|  |  |      |   |                              |     | Exer-cisable | tion |       | or     |   |  |  |
|  |  |      |   |                              |     |              | Date |       | Number |   |  |  |
|  |  |      |   |                              |     |              |      |       | of     |   |  |  |
|  |  |      |   |                              |     |              |      |       | Shares |   |  |  |

Explanation of Responses:

(1) Shares awarded in accordance with the 2001 Non-Employee Directors' Share Plan. The shares do not carry any shareholder rights, except the accrual of dividend equivalents until January 29, 2007.

By: /s/ William S. Harrison

<u>4/18/03</u>

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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