

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

[illegible]

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[illegible]

Explanation of Responses:

(1) Stock units (Units) under the Company's deferred compensation plan resulting from deferral of meeting fees and/or compensable stock grant and/or dividends (in shares) on such Units.

Units were acquired at various dates at market prices ranging from \$28.17 to \$34.97 per Unit. The number in column nine includes 33 shares credited in connection with transfer under new plan and change of administrator as of January 2002. Fractional shares will be paid in cash and are not reflected.

DENNIS M. MEANY

****Signature of Reporting Person**

Dennis M. Meany
Attorney-in-fact

August 29, 2002

Date _____

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).

****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.