

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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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.Conver-sion or Exercise Price of Deriv- ative Security	3.Transaction Date (Month/Day/Year)	4.Transaction (Instr. of 8)				5.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6.Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.Price of Derivative Security (Instr. 5)	9.Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10.Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11.Name and Address of Beneficial Owner (Instr. 10)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock Equivalent Units	1-for-1	(1)	A	V	482		(1)	(1)	Common Stock	482	n/a	482	D		

Explanation of Responses:

(1) Stock units (Units) under the Company s deferred compensation plan resulting from deferral of meeting fees and/or compensable stock grants and/or dividends (in shares) payable in Units. Units were acquired at various dates at market prices ranging from \$29.42 to \$33.60 per Unit. 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, on of which must be manually signed. If space is insufficient, see Instruction 6 for procedure