

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]

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. 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 of Indirect 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	15		(1)	(1)	Common Stock	15	n/a	1,789	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 grant and/or dividends (in shares) on such Units.

Units were acquired at various dates at market prices ranging from \$32.49 to \$34.97 per Unit. The number in column nine has been adjusted to include a dividend of 24 Units at a market price of \$29.71 which were omitted from the shares beneficially owned calculation in the December 31, 2001 Form 5 (prepared based on information received and available at that time).

Fractional shares will be paid in cash and are not reflected.

DENNIS M. MEANY

**Signature of Reporting Person

August 29, 2002

Date

Dennis M. Meany
Attorney-in-fact

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