BROWN ERIC A

Form 5

December 10, 2002

FORM 5

o Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

o Form 3 Holdings Reported

o Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

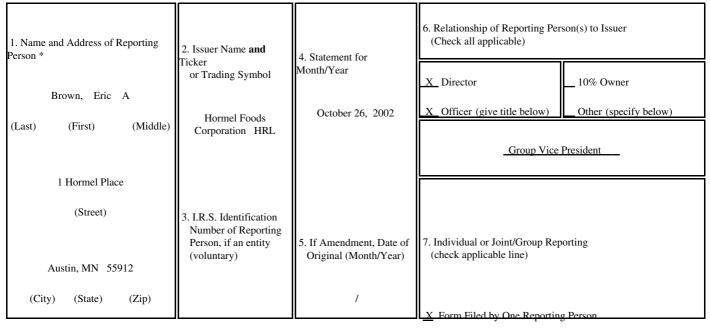
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

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

OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. . . 1.0



Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities or Dispos (Instr. 3, 4		(A)	5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner- ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	4-25-02		I*	1,239	A	25.09			

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Common Stock	4-25-02	I*	1,251	A	25.09			
Common Stock	7-10-02	I*	2,073	A	22.03	59,270	D	
Common Stock						20,800	I	Owned by Spouse
Common Stock						2,730	I	401(k)
Common Stock						5,394	I	JEPST Trust
Common Stock						1,040	I	Founders Fund

^{*} If the form is filed by more than one reporting person, see instruction 4(b)(v).

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	2. Conver sion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction	Secu Acq (A) Disp of (I	vativarities uired or bosed D) tr. 3,	\$	ate	Amou Unde Secur	rlying rities . 3 and 4) Amount or	8. Price of			
Security		(Month/ Day/Year)	(Month/	Code (Instr. 8)	(A)	(D)	Date Exercisable	Expiration Date	Title	of			Indirect (I)	Ownership (Instr. 4)
Stock Options (Right to Buy)	\$10.25				(A)	(D)	Exercisable	1/25/04	Title	Shares		30,000	D	
Stock Options (Right to Buy)	\$12.375							1/11/05				30,000	D	
Stock Options (Right to Buy)	\$11.9375							11/21/05				50,000	D	
Stock Options (Right to Buy)	\$14.6562							12/18/07				30,000	D	
Stock Options (Right to Buy)	\$15.9062							12/23/08				30,000	D	
Stock Options (Right to Buy)	\$19.25							1/26/10				50,000	D	
Stock Options (Right to Buy)	\$17.6875							12/6/10				60,000	D	
Stock Options (Right to Buy)	\$26.09							1/17/12				50,000	D	
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Explanation	of Respon	nses:
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FORM 5

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*Dis	cretionary transaction in employee benefit plan.	
	/s/ James W. Cavanaugh	Dec. 9, 2002
	** Signature of Reporting Person	Date
J	fames W. Cavanaugh, Power of Attorney for Eric A. Brown	
**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 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 provided is insufficient, <i>see</i> Instruction 6 for procedure.	
_	vww.sec.gov/divisions/corpfin/forms/form5.htm odate: 09/03/2002	

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