KING CARL B

## Form 4

March 10, 2003

| FORM 4 | UNITED STATES SECURITIES AND EXCHANGE COMMISSION | OMB APPROVAL |
| :---: | :---: | :---: |
| __ Check this box if no longer subject to Section 16. Form 4 or |  |  |
|  |  |  |
| Form 5 obligations may continue. | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP |  |
| See Instruction 1(b). | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section | OMB Number: 3235-0287 <br> Expires: January 31, 2005 |
| (Print or Type <br> Responses) | 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 | Estimated average burden hours per response. . . 0.5 |



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 Acquired (A) or Disposed of (D) <br> (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. <br> Ownership <br> Form: <br> Direct (D) <br> or Indirect <br> (I) <br> (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |

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|  |  |  | Code | v | Amount | (A) or (D) | Price |  |  |  |  |
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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. <br> Conversion or Exercise Price of Derivative Security | 3. <br> Transaction <br> Date <br> (Month/Day/ <br> Year) | 3A. Deemed Execution Date, if any (Month/Day/ Year) | 4. <br> Trans <br> Code <br> (Instr. <br> Code |  | 5. Numb of <br> Derivativ <br> Securitie <br> Acquire <br> (A) or <br> Dispose <br> (D) <br> (Instr. 3 <br> and 5) <br> (A) | ber <br> ive ies <br> ed <br> ed of <br> 3, 4 | 6. Date Exer Expiration D (Month/Day/ <br> Date <br> Exercisable | cisable and ate Year) <br> Expiration Date | 7. Title an Amount of Underlying Securities <br> (Instr. 3 an <br> Title |  | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative <br> Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 4) | 10. <br> Ownership <br> Form of <br> Derivative <br> Securities: <br> Direct (D) <br> or Indirect <br> (I) <br> (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Non-Qualified Stock Option (right to buy) | \$9.70 | 3/7/03 |  | A |  | 43,500 |  | (1) | 3/7/13 | $\left\lvert\, \begin{gathered} \text { Common } \\ \text { Stock } \end{gathered}\right.$ | 43,500 | (2) | 43,500 | D |
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Explanation of Responses:
(1) The stock option becomes exercisable in four equal annual installments commencing 3/7/04.
(2) Granted under the 1988 Nonstatutory Stock Option Plan.

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By: Rita Schaulat, attorney-in-fact
For: Carl B. King

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. $78 \mathrm{ff}(\mathrm{a})$.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
http://www.sec.gov/divisions/corpfin/forms/form4.htm
Last update: 09/05/2002

