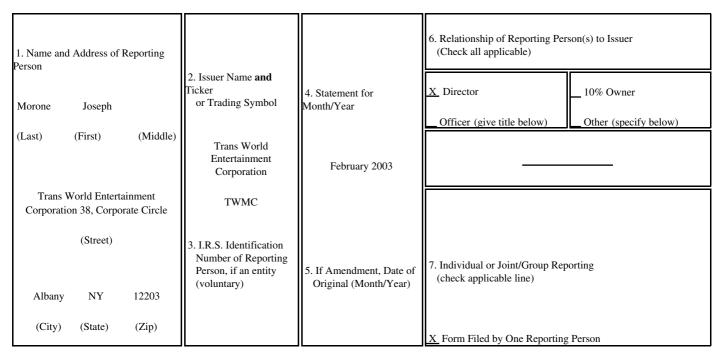
MORONE JOSEPH G

Form 5

March 05, 2003

FORM 5		OMB APPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION			
Check box if no longer	Washington, D.C. 20549			
subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number: 3235-0362 Expires: January 31, 2005		
Form 3 Holdings Reported	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	Estimated average burden hours per response 1.0		
_ Form 4 Transactions Reported				



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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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)
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		Amount	(A) or (D)	Price			
Common Stock par value \$.01 per share					9,786	D	

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

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

							<u></u>							
sion or 1. Title of Exercise Derivative Price of	2. Conver	nver 3. ise Transaction Of Date (Month/	any (Month/	4. Transaction Code	(Instr. 3,		6. Date Exercisable and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)				10.Ownership of Derivative	
	Exercise Price of Derivative				(A)	(D)	Date Exercisable	Expiration Date	Title	Number of	8. Price of Derivative Security	Beneficially Owned at End of Year	Security: Direct (D) or Indirect (I)	of Indirect Beneficia Ownershi (Instr. 4)
Director Stock Options (Right to buy)									Common Stock, par value \$.01			33,750	D	
					П									

Explanation of Responses:

1. All of the stock option transactions listed above are pursuant to a stock option plan qualified under Rule 16b-3 and exempt from Section 16(b) of the Securities Exchange Act.

2. All of the stock options granted to the reporting person were made without monetary consideration.

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Joseph Morone 3/5/2003

** Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

http://www.sec.gov/divisions/corpfin/forms/form5.htm

Last update: 09/03/2002