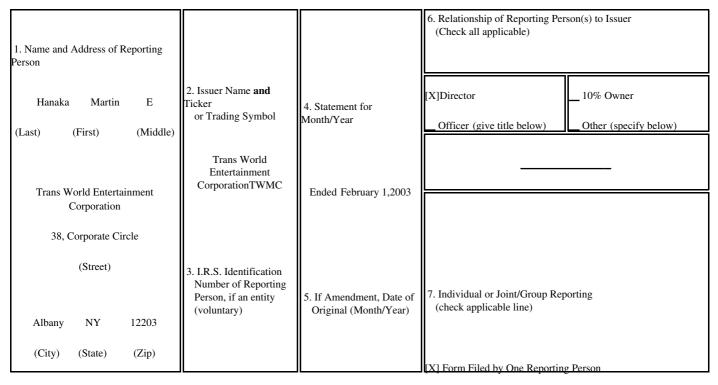
HANAKA MARTIN E

Form 5

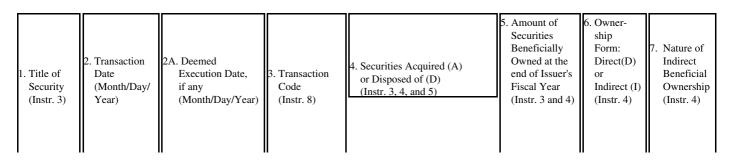
March 14, 2003

FORM 5 OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 _ Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may ANNUAL STATEMENT OF CHANGES IN BENEFICIAL continue. See Instruction **OWNERSHIP** OMB Number: 3235-0362 1(b). Expires: January 31, 2005 Estimated average burden Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Form 3 Holdings hours per response. . . 1.0 Reported Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported



_ Form Filed by More than One Reporting Person

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



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		Amount	(A) or (D)	Price			
Common Stock Par Value \$.01 per share					9,698	D	

^{*} 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)

							·							
1. Title o Derivativ Security	2. Conver sion or f Exercise Price of Derivative	3. Transaction Date (Month/	3A. Deemed Execution Date, if any (Month/	4. Transaction Code	Secu Acq (A) Disp of (I	ivativarities uired or posed D) tr. 3,	6. Date Exerc Expiration D (Month/Day/	ate Year)	7. Title ar Amount o Underlyin Securities (Instr. 3 a	and 4) Amount or Number	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Year		
(Instr. 3)	Security	Day/Year)		(Instr. 8)	(A)	(D)	Date Exercisable	Expiration Date	Title	of Shares	(Instr. 5)	(Instr. 4)		(Instr. 4)
Directo Stock Options (Right t buy)	;								Common Stock, par value \$.01			24,000	D	
	_	<u> </u>												

Exp.	lanation	of	Res	ponses:

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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Martin E. Hanaka 3/13/2003

** 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.

 ${\it http://www.sec.gov/divisions/corpfin/forms/form5.htm}$

Last update: 09/03/2002