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FRIDRICH HEINZ K

Form 4

December 03, 2002

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

_ 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

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

| 1 0 | | | | | me and Tic ON CORP | | P | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---------------------------------------|--------|--|---|-------|---|---------|---------|--|-----------------------|---|---|--|--|
| | | | | rting | ntification l g Person, (voluntary) | Numbe | Мо | Statement for onth/Day/Year 01/02 | 10 | X Director 10% Owner Officer (give title below) Other (specify below) | | | |
| (Street) Milpitas, CA 95035 | | | | | | | Da | f Amendment, te of Original onth/Day/Year) | (() <u>X</u> P(| 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) | | | | able | e I Non-E |)erivat | ive Sec | Securities Acquired, Disposed of, or Beneficially Owned | | | | | |
| 1. Title of Security (Instr. 3) | action | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Trans action C (Instr. 8 Code | ode | 4. Securitie (A) or Disp (Instr. 3, 4 Amount | osed o | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | | Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

| | | , 0 | / 1 / | | | 1 / | | | | | |
|-------------|------------|-----------|-----------|---------|------------|---------------------|----------------|-------------|----------------|-----------|---------|
| 1. Title of | 2. Conver- | 3. Trans- | 3A. | 4. | 5. | 6. Date Exercisable | 7. Title and | 8. Price of | 9. Number of | 10. | 11. Na |
| Derivative | sion or | action | Deemed | Trans- | Number | and Expiration | Amount of | Derivative | Derivative | Owner- | of Ind |
| Security | Exercise | Date | Execution | action | of | Date | Underlying | Security | Securities | ship | Benef |
| | Price of | | Date, | Code | Derivative | (Month/Day/ | Securities | (Instr. 5) | Beneficially | Form | Owne |
| (Instr. 3) | Derivative | (Month/ | if any | | Securities | Year) | (Instr. 3 & 4) | | Owned | of Deriv- | (Instr. |
| | Security | Day/ | (Month/ | (Instr. | Acquired | | | | Following | ative | |
| | | Year) | Day/ | 8) | (A) or | | | | Reported | Security: | |
| | | | Year) | | Disposed | | | | Transaction(s) | Direct | |
| | | | | | of (D) | | | | (Instr. 4) | (D) | |
| | | | | | | | | | | or | |
| | | Ī | | | | | | | | | |

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

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| | | | | | | 3, | | | | | | | Indirect (I) | |
|----------------|------|----------|------|---|-------|-----|--------------|----------|--------|--------|--|-------|--------------|--|
| | | | Code | V | (A) | (D) | Date | Expira- | Title | Amount | | | (Instr. 4) | |
| | | | | | | | Exer-cisable | tion | | or | | | | |
| | | | | | | | | Date | | Number | | | | |
| | | | | | | | | | | of | | | | |
| | | | | | | | | | | Shares | | | | |
| Non-Qualfied | 4.86 | 12/01/02 | A | | 8,000 | | (1) | 12/01/09 | Common | 8,000 | | 8,000 | D | |
| Stock Option | | | | | | | | | Stock | | | | | |
| (right to buy) | | | | | | | | | | | | | | |

Explanation of Responses:

(1) Option is exercisable at rate of 1/12 of the optioned stock on the first day of each month following date of grant.

By: /s/ Bob Hirt for Heinz K. Fridrich

<u>12/02/02</u>

Date

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).