

SCARLETT JOSEPH H JR

Form 4

April 30, 2003

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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).

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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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			Code	V	Amount	(A) or (D)	Price			
Common Stock	4/28/03		S		50,000	D	\$42.5214			
	4/29/03		S		15,000	D	\$42.5403	2,894,384	D	
Common Stock								52,308	I	401(k) Plan

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

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)
Employee Stock Purchase Plan	\$19.595 (2)					

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

6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
1/24/03	1/24/07	Common Stock	33,333 (1)	33,333 (1)	D
1/24/04	1/24/07	Common Stock	33,333 (1)	33,333 (1)	D
1/26/05	1/24/07	Common Stock	33,333 (1)	33,333 (1)	D
1/23/04	1/23/08	Common Stock	33,333 (1)	33,333 (1)	D
1/23/05	1/23/08	Common Stock	33,333 (1)	33,333 (1)	D
1/23/06	1/23/08	Common Stock	33,333 (1)	33,333 (1)	D

Explanation of Responses:

1. Fractional shares are rounded to the closest whole number.
2. Exercise price reflects 110% of the fair value on date of grant, due to ownership position.

/s/ Joseph H. Scarlett, Jr.

4/29/03

**Signature of Reporting Person

Date

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By: /s/ David C. Lewis

4/29/03

David C. Lewis
Attorney-in-fact

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 is insufficient, *see* Instruction 6 for procedure.