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CONNOR CHRISTOPHER M Form 4 April 28, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| 1. Name and A Connor, Chris | | | me and Tic n-William | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | | |
|--------------------------------|----------------------|-------------|-----------------------------|------|---|---|-----------------------------------|--|------------------|-------------------------------|--|--|--|
| (Last) 101 Prospect A | of Reporting Person, | | | | | Statement for Ionth/Day/Year /25/03 | ÷ | | | | | | |
| | | | | | | | <u>Chairman and</u> Officer | <u>Chairman and Chief Executive</u> Officer | | | | | |
| | | | | | 5. | If Amendment, | 7. Individual or | 7. Individual or Joint/Group Filing | | | | | |
| | | | | | | | D | ate of Original | | (Check Applicable Line) | | | |
| Cleveland, OH | [44115 | | | | | | (1 | Month/Day/Year) | X Form filed by | X Form filed by One Reporting | | | |
| · · | | | | | | | | | Person | | | | |
| | | | | | | | | | | _ Form filed by More than One | | | |
| | | | | | | | | | Reporting Person | | | | |
| (City | (State) | (Zip) | Т | able | e I Non-E |)erivat | isposed of, or Beneficially Owned | | | | | | |
| 1. Title of | 2. Trans- | 2A. Deemed | 3. Trans | - | 4. Securitie | es Acqu | iired | 5. Amount of | 6. Owner- | 7. Nature of | | | |
| Security | action | Execution | action C | | (A) or Disposed of (| | | Securities | ship Form: | Indirect | | | |
| (Instr. 3) | Date | Date, | (Instr. 8) (Instr. 3, 4 & 5 | | | | | Beneficially | Direct (D) | Beneficial | | | |
| | (Month/ Day/ | if any | Code | V | Amount | (A) | Price | e Owned Follow- | or Indirect (I) | Ownership | | | |
| | Year) | (Month/Day/ | | | | or | | ing Reported | (Instr. 4) | (Instr. 4) | | | |
| | | Year) | | | | (D) | | Transactions(s) | | | | | |
| | | | | | · · / | | (Instr. 3 & 4) | | | | | | |

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).

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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)

| (e.g., puts, cans, warrants, options, convertible securities) | | | | | | | | | | | | |
|---|------------|-----------|-----------|---------|------------|---------------------|----------------|-------------|----------------|-----------|-------------|--|
| 1. Title of | 2. Conver- | 3. Trans- | 3A. | 4. | 5. Number | 6. Date Exercisable | 7. Title and | 8. Price of | 9. Number of | 10. | 11. Nature | |
| Derivative | sion or | action | Deemed | Trans- | of | and Expiration | Amount of | Derivative | Derivative | Owner- | of Indirect | |
| Security | Exercise | Date | Execution | action | Derivative | Date | Underlying | Security | Securities | ship | Beneficial | |
| | Price of | | Date, | Code | Securities | (Month/Day/ | Securities | (Instr. 5) | Beneficially | Form | Ownership | |
| (Instr. 3) | Derivative | (Month/ | if any | | Acquired | Year) | (Instr. 3 & 4) | | Owned | of Deriv- | (Instr. 4) | |
| | Security | Day/ | (Month/ | (Instr. | (A) or | | | | Following | ative | | |
| | | Year) | - | 8) | Disposed | | | | Reported | Security: | | |
| | | | Year) | | of (D) | | | | Transaction(s) | Direct | | |
| | | | | | | | | | (Instr. 4) | (D) | | |
| | | | | | | | | | | | | |

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| | | | | | (Instr. 3, 4 & 5) | | | | | | | | or Indirect | |
|--------------------------------------|-------|----------|--------|---|----------------------|--|--------------|-------------------------|-----------------|--|-------|-----------------------|-------------------|--|
| | | | Code ' | V | (A) | | Exer-cisable | Expira- tion Date | | Amount or Number of Shares | | | (I) (Instr. 4) | |
| Phantom Stock Units <u>(1)</u> | 10.02 | 04/25/03 | A | | 344.60 | | <u>(1)</u> | | Common Stock | (1) | 10.02 | 109,988.32 <u>(2)</u> | | |

Explanation of Responses:

(1) Acquisition of phantom stock units (in an exempt transaction) under deferred compensation plan(s) to be settled generally upon the Reporting Person's retirement or termination of employment, subject to diversification provisions of the plan(s). The plan(s) utilize unit accounting, with phantom stock units consisting primarily of phantom shares of common stock and a small percentage of short-term investments. On April 1, 1997, units were assigned a beginning per unit price of \$10.00.

(2) Includes phantom stock units acquired pursuant to the dividend equivalent reinvestment feature of the plan(s).

By: /s/ Louis E. Stellato, Attorney-in-fact 4/28/03

**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 is insufficient, See Instruction 6 for procedure.

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