

SMITH RICHARD DEAN

Form 4

February 24, 2003

Edgar Filing: SMITH RICHARD DEAN - Form 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).

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 Following Reported Transactions(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
------------------------------------	---	--	-----------------------------------	--	---	---	--

Code V	(A) or Amount (D)	Price
--------	-------------------	-------

Common Stock	2/21/2003		A	95 A \$45.00	2,892	D	N/A
--------------	-----------	--	---	--------------	-------	---	-----

Common Stock					558	I	By 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>
					CodeV (A)(D)
					Stock Option 42.00
					Stock Option 42.00
					Stock Option 42.00
					Stock Option 42.00
					Stock Option (1) 42.00
					Stock Option (1) 45.00

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 <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
--	---	--	--	--	--

Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
2/19/02	3/15/08	Common Stock	1,320	1,320	D
2/19/02	3/15/09	Common Stock	1,210	1,210	D
2/19/02	3/15/10	Common Stock	1,760	1,760	D
2/19/02	3/15/11	Common Stock	2,750	2,750	D
1/31/02	1/31/12	Common Stock	2,500	2,500	D
1/29/03	1/29/13	Common Stock	2,500	2,500	D

Explanation of Responses:

(1) Vests over 3 years - 25% immediately and 25% each anniversary date.

Edgar Filing: SMITH RICHARD DEAN - Form 4

(2) Stock options granted at the discretion of the Board of Directors for no consideration.

/s/ TERRILL R. MOORE

2/21/03

**Attorney In Fact for
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.

Page 4