

Edgar Filing: PHELPS MICHAEL E - Form 4

7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
- Form filed by more than one Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Price
		Code	V	Amount	(A) or (D)	
Common Stock	11/13/02	A		1,600	A	\$32.49

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

(Over)

FORM 4 (continued)

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

Edgar Filing: PHELPS MICHAEL E - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$22.6250				** 3/7/10	Common Stock 7,500
Employee Stock Option (Right to Buy)	\$25.9380				** 11/14/10	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$35.46				** 11/14/11	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$32.49	11/13/02	A	15,000	*** 11/13/12	Common Stock 15,000

*Includes 312 shares acquired under the Issuer's ESPP through payroll deduction and dividend reinvested purchased since the Reporting Person's last Section 16(a) filing.

**These securities become exercisable as follows: 30% upon the first anniversary date of the grant; and 100% upon the third anniversary date of the grant.

Explanation of Responses:

 Lane & Waterman, By Edmund H. Carroll, Jr.,
 signing on behalf of Reporting Person under
 Power of Attorney
 **Signature of Reporting Person

11/13/02

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.

