HOPF CLARENCE J JR

Form 4

February 19, 2003

FORM 4

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

OMB APPROVAL

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_ 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

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 and Dye's Section 16 Filer www.section16.net

1. Name and Address of Hopf, Jr., Clarence J.				and Ticker oration AE		Per to 1	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (Firs	Ċ	3. I.R.S. Iof Reporting f an entity	ng Pe	,	mber	Month	ement for /Day/Year ary 19, 2003	10° _ ° Oth	Director 10% Owner Officer (give title below) Other (specify below)				
										ice President of ubsidiary			
(Stro							mendment, f Original n/Day/Year)	(Cl <u>X</u> I Per _ I	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) (Sta		Tal	ole I	Non-Der	ivativ	Securi	ties Acquired, Di	sposed	ed of, or Beneficially Owned				
1. Title of Security (Instr. 3) 2. Trans- action Date (Month/ Day/ Year) 2. A. Deem Execution Date, (Month/ Day/ Year) (Month/Day/ Year)				n ;	4. Securiti (A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Follow-		ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
			ay/ Code V		Amount (A) or (D)		Price	ing Reported Transactions(s) (Instr. 3 & 4)		(I) (Instr. 4)	(Instr. 4)		
Common Stock, \$.01 Par Value									1,039	I	By 401(k)		
Common Stock, \$.01 Par Value	02/14/03		A		2,013 (1)	A	\$39.41		2,013	D			

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)

(e.g., pass, cans, warrants, options, convertible securities)														
1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature			
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect			
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial			
	Price of	Date	Date,	Code	Derivati	(MeIonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership			
									Ī					

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

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(Instr. 3)	(Month/ Day/	`	(Instr. 8)		Secu Acq (A) Disp of (Instant)	uire or oose D) tr.					Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I)	(Instr. 4)	
			Code	V	(A)		Exer-cisable	-		Amount or Number of Shares		(Instr. 4)		

Explanation of Responses:

(1) Grant of restricted stock.

By: /s/ G. L. Waters
G. L. Waters, Asst. Secy. for Clarence J. Hopf,
Jr.

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).