

SIMMONS JOHN B
Form 5
February 28, 2003

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

FORM 5

OMB APPROVAL

o Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
o Form 3 Holdings Reported
o Form 4 Transactions Reported

**ANNUAL STATEMENT OF
CHANGES IN BENEFICIAL OWNERSHIP**

OMB Number: 3235-0362
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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 Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Simmons | John | B. | Stewart & Stevenson Services, Inc. SVC | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Last) | (First) | (Middle) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | 3. I.R.S Identification Number of Reporting Person, if an entity (voluntary) | | (give title (specify below)) | |
| P.O. Box 1637 | | | | | Vice President & Chief Financial Officer | |
| (Street) | | | 4. Statement for Month/Year | | | |
| | | | 1/31/2003 | | | |
| Houston TX 77251-1637 | | | 5. If Amendment, Date of Original (Month/Year) | | 7. Individual or Joint/Group Reporting (check applicable line) | |
| (City) | (State) | (Zip) | | | <input checked="" type="checkbox"/> Form Filed by One Reporting Person | |
| | | | | | <input type="checkbox"/> 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 (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 at the end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | | | | | 770.7035 | D | |
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*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | |
|---|--|---|--|---|--|--|--|-----------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date |
| Non-Qualified Stock Option (right to buy) | \$18.54 | | | | | | | 03/25/12 |
| Non-Qualified Stock Option (right to buy) | \$18.92 | 05/01/02 | | A | 15,000 | | (1) | 05/01/12 |
| Non-Qualified Stock Option (right to buy) | \$27.13 | | | | | | | 02/05/11 |
| 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 at End of Year (Instr. 4) | | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Title | Amount or Number of Shares | | | | | | | |
| Common Stock | 22,500 | | | 22,500 | | | | D |
| Common Stock | 15,000 | | (2) | 15,000 | | | | D |

