NAPIER JAMES V Form 4 January 03, 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

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 **OMB APPROVAL**

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1. Name and Add NAPIER, James			ne and Ticl C orporatio		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) One Post Street	of Reporting Person,					tatement for nth/Day/Year 31/02	10	X Director 10% Owner Officer (give title below) Other (specify below)				
San Francisco, ((Street)						Date	Amendment, e of Original onth/Day/Year)	(C <u>X</u> Pe	Theck Applicat Form filed by erson	One Reporting More than One	
(City)	(State) (Zip)	T	able	I Non-D	erivati	ve Seci	urities Acquired,	Dispose	d of, or Benef	icially Owned	
1. Title of 2. Trans- 2A. Deemed Execution Date, (Month/ Day/ Year) (Month/Day/		3. Transaction Code	Code	or			5. Amount of Securities Beneficially Owned Follow- ing Reported		ship Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	12/18/02	Year)	G	V	380	(D) D		Transactions(s) (Instr. 3 & 4)	14,420	I	By Trust	

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)

(cig.) 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
(Instr. 3)	Derivative		if any		Securition	X ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative	
		-		8)	(A) or				Reported	Security:	
		Year)	Year)		Dispose	đ			Transaction(s)	Direct	
I		I	I	I	I		I	l	I		l

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

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					of (I (Inst 3, 4 5)	tr.					(D) or Indirect (I) (Instr. 4)			
			Code	V	(A)					Amount				l
							Exer-cisable	tion		or				ĺ
								Date		Number				ĺ
										of				ĺ
										Shares				ĺ

Explanation of Responses:

By: /s/ <u>Kristina Veaco</u>
Attorney-in-Fact
**Signature of Reporting Person

January 2, 2003

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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