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

**FORM 4**

**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

. gbCc Bgpi BbEpkhBha vbe  
iNiltC,BhB bc,phaBSo  
6heu BBeBheu B  
hnfpvJ,pha i la JnBha, pa Nbo  
SeeBai, eNC, pha BIno

**1. Name and Address of Reporting Person**


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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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**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>	
B	B	B	B	B	B	B	B	B	B	Code	V	B	(A)	(D)	
B	Stock Units	B	1-for-1			B	01/28/03	B		B	A(1)		B	50,3778	
B		B	B	B	B	B		B		B			B		
B		B	B	B	B	B		B		B			B		
B		B	B	B	B	B		B		B			B		
B		B	B	B	B	B		B		B			B		
B		B	B	B	B	B		B		B			B		
B		B	B	B	B	B		B		B			B		
B		B	B	B	B	B		B		B			B		
B		B	B	B	B	B		B		B			B		
B		B	B	B	B	B		B		B			B		

AJvbB



**POWER OF ATTORNEY**

I, **L B VV 07 L B M B 9 7 j 7 B P 7 j 7 L j l B g J**, EgbDAt bei pva bt **l g bebm l h a i , p N b i B a t B x x h p a , i B h g a B d b a g J e t l b e f a c f a B d 9 J e , u J a l B u b e n B u p g l B a t l p d b h t** shgai ha l Bat **l n C g l B k B g b u l B i E g b B e n B a t l B k n B , , h e a b n i S p a 5 k J C l B p g l B n f B h b e l k B N n i , p N p h a B a t l b d h C j , p h a l l h e E g b D a t b e i p v a b t B a t l p a E g b l a J u b l B a f C b B a t** i, b t **l B k B g b D a t b e i p v a b t l p a B a n B a t B f l E j x J C p p h i l E h l B e b C N b l l a h b g J f d k B g b D a t b e i p v a b t l B a n B a t B f f B , J , b u b a , i B e l b x h e , i D a t b e B b C , p h a B S b a k B g b B b C N e p p h i B C , l B k B y**: F l B i J u b a t b t l B p g l B b i x b C , B h E g b l a b a k C j f l a a b e i g p x l B a B h e u B i B k B h u u h a B j , h C l B j e l J f n B y o - B b e l g J e b l B k B f d b f J a t 5 f j k i l a C B . h u x J a n ( l p a C N p a v l B p g h N B p u p J , p h a l J f f p a p p j f B , J , b u b a , i B a k a b a k C j f l a a b e i g p x l B a B h e u B i B f f B , J , b u b a , i B a k B g J a v b i B a k a b a k C j f l a a b e i g p x l B a B h e u B i B f f B a a N f B , J , b u b a , i B a k a b a k C j f l a a b e i g p x l B a B h e u B l J a n B a t B f f B , C N u b a , i E g J , B j n l a b l e b N e b t l B e h u B p u b l B h B b l a f b t B p g l B g b B b C N e p p h i B a t B E C g J a v b B h u u p i p h a l B h l B e b C N b B a n B a t B f f B u b a t u b a , i B e i N x f b u b a , B a n B a n B C g B , J , b u b a , i B e l B h e u i l B a t B h l B f b E g b B J u b l B p g l B f l B E g m p i E g b e b , h l B a t l B , g b e B h C N u b a , i p a l B h a a b C p h a E g b e b p g l B p g l B g b B b C N e p p h i B a t B E C g J a v b . h u u p i p h a l B e l a , p a v B h B j p t B , , h e a b n i B e B , , h e a b n i S p a 5 k J C l B a t l B C g l B k B g b u l B n f B h b e B a t B N g h e p n B h l B h B h B a t B b e l h e u l B C g B a t l B d b e n B C B a t E g p a v l e b N p p b B a t l a b C b i i J e n , h l B b B h a b l p a B a t B n l e g o f k e b u p i b i l B i l B n f i n B h B f f p a , b a , i B a t B N e x h i b i B i E g b D a t b e i p v a b t l a p v g , l a e l h N t l B h l a B b e i h a l l g b e b m l a j , p a p a v B a t l B h a k p e u p a v B f l B g J , B j p t B , , h e a b n i B e J , , h e a b n i S p a 5 k J C l B a n B k B g b u B e E g b p e B N n i , p N b i l a J n l B k n f i n B h l a e l J N b e h l a b B h a b l a m l a p e , N b l g b e b h k o

I, **g p i B a h b e l k B , , h e a b n i B g J f f l a b u J a p a l B n f l B h e C b B a t l B k b C , D a , p l E g b D a t b e i p v a b t l p a l h l h a v b e l e b N e b t B h l B f b l e h e u i B i f i B B p g l B b i x b C , B h E g b D a t b e i p v a b t i l g h f t p a v i B a t** , e J a i J C , p h a i l p a B b C N e p p h i l p i i N o t l a m E g b B h u x J a n l D a f b i i l B j e f b e l a b d h c b t l a m E g b D a t b e i p v a b t l p a B p v a b t B e p p a v B b f i l b e b t B h E g b l B h e v h p a v B , , h e a b n i S p a 5 k J C , o

**l B L B 4 L 7 j j B 9 7 P 7 0 6 l B g b D a t b e i p v a b t l g J i l E J N t b E g p i B a h b e l k B , , h e a b n i B h l a b B e b C N b t B i l B k B g b y , g B J n l B k B N n i l B ) ) 2 o**

B  
j B h g a B d b h e f b n

shga B d b h e f b n B  
H p e c , h e