

UNIT CORP

Form 5

February 12, 2003

SEC Form 5

<b>FORM 5</b>  <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  <input type="checkbox"/> Form 3 Holdings Reported <input type="checkbox"/> Form 4 Transactions Reported	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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  <hr/> OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 0.5
1. Name and Address of Reporting Person* <b>Williams, John H</b>  (Last) (First) (Middle) <b>1800 South Baltimore Ave., 10th Floor</b>  (Street) <b>Tulsa, OK 74119</b>  (City) (State) (Zip) <b>USA</b>	2. Issuer Name and Ticker or Trading Symbol <b>Unit Corporation UNT</b>  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  4. Statement for Month/Day/Year <b>December 31, 2002</b>  5. If Amendment, Date of Original (Month/Day/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other  Officer/Other Description  7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing

**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 (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at 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)
				Amount   A/D   Price			

If the form is filed by more than one reporting person, see instruction 4(b)(v). Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. (over) SEC 2270 (7-02)

**Williams, John H - December 31, 2002****Form 5 (continued)****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	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable(DE) and Expiration Date(ED)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially	10. Ownership Form of	11. Nature of Indirect Beneficial Ownership
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	Derivative Security	(Month/ Day/ Year)	(Month/ Day/ Year)		Acquired (A) or Disposed (D) Of  (Instr. 3,4 and 5)	(Month/Day/Year)  (DE)   (ED)	(Instr. 3 and 4)	(Instr.5)	Owned at End of Year (Instr.4)	Derivative Security: Direct (D) or Indirect (I) (Instr.4)	(Instr.4)
<b>Stock Option (Right to Buy)</b>	<b>\$20.10</b>	<b>05/02/2002</b>		<b>A</b>	<b>(A) 3,500.00</b>	<b>11/02/2002   05/02/2012</b>	<b>Common Stock - 3,500.00</b>	<b>\$20.10</b>	<b>3,500.00</b>	<b>D</b>	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts  
constitute Federal Criminal Violations.

*See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**By: By Mark E. Schell under POA**  
**02-11-2003**

\*\* Signature of Reporting Person

Date

Note: File three copies of this Form, one of which  
must be manually signed. If space is insufficient,

*see* Instruction 6 for procedure.

**Power of Attorney**

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