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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 (Instr. 3)	2. Conversion or Exercise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execut ion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Phantom Stock Units (1)	1 for 1	12/13/ 02		J V	37.53525		Common Stock 37. 53525
Phantom Stock Units (2)	1 for 1	01/01/ 03		A	458.00451		Common Stock 458. 00451

Explanation of Responses:

- (1) These units were credited to the reporting person's deferred compensation phantom stock account on 12/13/02 as a dividend equivalent.
- (2) These units were credited to the reporting person's deferred compensation phantom stock account on 1/1/03 in partial payment of the 2003 retainer.

/s/James M. Quinn, as attorney-in-fact

01/03/03

**Signature of Reporting Person
Delano E. Lewis

Date

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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).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to rule 101(b)(4) of Regulation S-T.