

Edgar Filing: BARTELS WILLIAMS H - Form 5

6. Relationship of Reporting Person to Issuer
(Check all applicable)

- Director 10% Owner
 Officer (give title below) Other (specify below)

Vice Chairman

7. Individual or Joint/Group Filing
(Check applicable line)

- Form filed by one Reporting Person
 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. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any Month/ Day/ Year)	3. Trans- action Code (Instr.8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) or (D) Price	5. Amount Secur Benef Owned of Is Fisca Year 3 and
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Common Stock, \$.01 par value					5,227,
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Common Stock, \$.01 par value					4,
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*If the form is filed by more than one reporting person see instruction 4(b)(v).

(Over)
SEC 2270 (3-99)

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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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/Day Year)	4. Trans- action Code (Instr. 8)	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 Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Option to buy Common Stock	\$1.30					(3) 08/02/11	Common Stock, \$.01 par value 58,999 (
Option to buy Common Stock	\$1.30					(5) 08/02/11	Common Stock, \$.01 par value 153,846
Option to buy Common Stock	\$1.43					(6) 08/02/11	Common Stock, \$.01 par value 82,150
Option to buy Common Stock							Common Stock, \$.01 par value

Explanation of Responses:

- (1) Includes 250,000 shares owned by Stella Bartels.
- (2) Owned as beneficiary under WHB Services, Inc. Defined Benefit Trust.
- (3) Vests as to 58,999 shares on August 2, 2003.
- (4) 235,996 option shares were granted on August 2, 2001; 176,997 shares have vested and been exercised;
- (5) Shares become immediately vested and exercisable when the market value of shares is \$10.00.
- (6) Shares are eligible to vest in five equal vesting periods through each of December 31, 2001, 2002, 2003, 2004 and 2005. For each period, Twenty percent of the options may become vested and exercisable if the fair market value of the shares equals at least \$10.00 at some time such during period.

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On January 1, 2006 through August 2, 2006, all options which did not vest during the earlier vesting periods will become immediately exercisable if the fair market value of the shares, at any time during this seven month period, equals no less than \$10.00.

/s/ William H. Bartels

2/13/03

**Signature of Reporting Person

Date

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

** 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 procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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