

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 Exercise Price of Deri- vative Security	3. Transaction Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year Reported Transaction(s)	10. Owner- ship Form of Deriv- ative Securities Direct (D)

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			Year)		Of (D) (Instr. 3, 4 and 5)	DE / ED	Title / Amount or Number of Shares		(Instr.4)	or Indirect (I) (Instr.4)
					A or D					
Phantom Stock Units (Deferred Comp.)	1-for-1	(1)		A	104.89 (1) A	(2) / (2)	Common Stock / 104.89	(1)	234	D

Explanation of Responses:

(1) Acquired on various dates between May 15, 2002 and August 15, 2002 at prices ranging from \$31.10 to \$39.64.
(2) These units are to be settled in cash after the Reporting Person's retirement.

By:

/s/ by David J. Lewinter for Cynthia B. Hamburger

Date:

02/14/2003

** Signature of Reporting Person

SEC 2270 (09-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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 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.