MATTHEWS PHILIP D Form 4 May 02, 2003

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287

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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

Name and Address of Reporting Person*							4. Statement for Month/Day/Year					
	Matthews,	Philli	p	D.		Ma	ay 1, 2003	i				
(Last)		(First)			(Middle)	5 10	. 1	· D · · · · · · · · · · · · · · ·	4 /D /W	`		
						5. If A	Amendmen	t, Date of Original (M	onth/Day/Yea	r)		
70 South Lake	e Avenue, Sui	ite 630										
		(Street)										
Pasa (City)	dena,	California (State)	9	1101-2	2601 (Zip)							
2. Issuer Nam	e and Ticker o	r Trading Symbo	ol			6. Re	6. Relationship of Reporting Person(s) to Issuer					
Wolverine Wo	orld Wide, Inc	c. ("WWW")					(Check all applicable) X Director 10% Owner Officer (give title below) Other (specify below)					
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)							lividual or . X_ Form 1	Joint/Group Filing (Ch Filed by One Reportin led by More than One	g Person			
		Table I No	n-Deriv	ative S	Securities A	cquired, D	isposed o	f, or Beneficially C	wned			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Execution Date (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities A or Disposed (Instr. 8) 4. Securities A or Disposed (Instr. 3, 4 a)					sed of (D)	A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6.Ownership Form: Di- rect (D) or Indirect (I) (Instr. 4)				
			Code	V	Amount	(A) or (D)	Price					

FORM 4 (continued) Tabl			ties Acquired, l arrants, option					ed		
1. Title of Derivative Security (Instr. 3)			on 3A.Deemed Execution Date, if any	4. Trans Code	saction	5. Number Securi or Dis	er of Derivatives Acquired posed of (D) 3, 4, and 5)	(A) a	Pate Exercis and Expiration Month/Day	on Date
				Code	V	(A)	(D) E:	Date xercisable	Expiration Date
Phantom Stock	(1)	5/1/03		A		224.	3		(1)	(1)
7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Derivative Security (Instr. 5)	Securi	ties Ber d Follow ted ion(s)	neficially		e Securition	es Bene	1
Title	Amount or N Share			(Instr	.,					
Common Stock	224.3		\$18.07	12,435.		12,435.6	6 D			

Explanation of Responses:

(1) Award of phantom stock pursuant to Outside Directors' Deferred Compensation Plan. Shares of common stock are issuable on a one-for-one basis in either a lump sum or installments after termination of service as a director or upon a change in control of the company.

By: /s/ Phillip D. Matthews May 2, 2003

**Signature of Reporting Person Date
Phillip D. Matthews
By Jeffrey A. Ott
Attorney-in-Fact

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

page 2

LIMITED POWER OF ATTORNEY

The undersigned, a director and/or officer of Wolverine World Wide, Inc., a Delaware corporation ("Wolverine"), does hereby appoint BLAKE W. KRUEGER, STEPHEN L. GULIS, JR., JAMES D. ZWIERS, JEFFREY A. OTT, and JEFFREY S. BATTERSHALL, or any one or more of them, with full power of substitution, his or her attorneys and agents to do any and all acts and things and to execute and file any and all documents and instruments that such attorneys and agents, or any of them, consider necessary or advisable to enable the undersigned (in his or her individual capacity or in a fiduciary or other capacity) to comply with the Securities Act of 1933, as amended (the "Securities Act"), and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any requirements of the Securities and Exchange Commission in respect thereof, in connection with his or her intended sale of any security related to Wolverine pursuant to Rule 144 issued under the Securities Act and the preparation, execution and filing of any report or statement of beneficial ownership or changes in beneficial ownership of securities of Wolverine that the undersigned (in his or her individual capacity or in a fiduciary or other capacity) may be required to file pursuant to Section 16(a) of the Exchange Act including, without limitation, full power and authority to sign the undersigned's name, in his or her individual capacity or in a fiduciary or other capacity, to any report or statement on Form 3, 4, 5 or 144, or to any amendments or any successor forms thereto, or any form or forms adopted by the Securities and Exchange Commission in lieu thereof or in addition thereto, hereby ratifying and confirming all that such attorneys and agents, or any of them, shall do or cause to be done by virtue hereof.

The undersigned agrees that the attorneys-in-fact act as legal counsel to and/or officers of Wolverine in connection with the securities matters addressed herein, and do not represent the undersigned in his or her personal capacity in connection with such matters. The undersigned agrees that the attorneys-in-fact may rely entirely on information furnished orally or in writing by the undersigned or his or her authorized representative(s) to such attorneys-in-fact. The undersigned also agrees to indemnify and hold harmless Wolverine and the attorneys-in-fact against any losses, claims, damages or liabilities (or actions in respect thereof) that arise out of or are based upon any untrue statement or omission of necessary fact in the information provided by the undersigned or his or her authorized

representative(s) to the attorneys-in-fact for purposes of executing, acknowledging, delivering or filing any such forms, or any amendments or any successor forms thereto, or any form or forms adopted by the Securities and Exchange Commission in lieu thereof or in addition thereto. The undersigned agrees to reimburse Wolverine and the attorneys-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This authorization shall supersede all prior authorizations to act for the undersigned with respect to securities of Wolverine in these matters, which prior authorizations are hereby revoked, and shall survive the termination of the undersigned's status as a director and/or officer of Wolverine and remain in effect thereafter for so long as the undersigned (in his or her individual capacity or in a fiduciary or other capacity) is subject to Rule 144 with respect to securities of Wolverine or has any obligation under Section 16 of the Exchange Act with respect to securities of Wolverine.

Date: August 29, 2002	/s/ Phillip D. Matthews
	(Signature)
	Phillip D. Matthews
	(Print Name)