MARSCHEL GLENN W

Form 4

November 15, 2002

FORM 4

o 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

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

OMB APPROVAL

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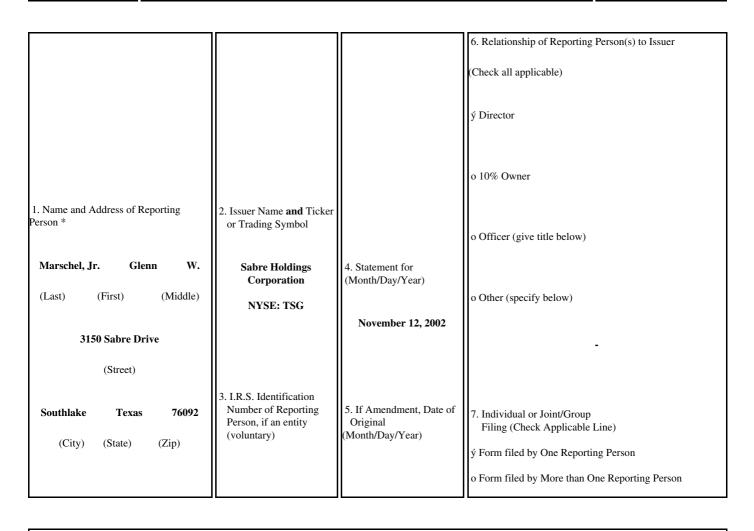


Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date (Month/Day/	2A. Deemed Execution Date, if any (Month/Day/ Year)	2 Transportion Code	4. Securities Acquired (A) or Disposed of (D)	Beneficially Owned Following Reported Transaction(s)	Direct (D) or Indirect (I)	7. Nature of Indirect
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	Code	V	Amount	(A) or (D)	Price		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

				4. Transacti Code (Instr. 8)		(Instr. 3, 4		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities Beneficially	10. Ownership Form of Derivative
	Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/ Year)	Code			(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative	Owned Following Reported Transaction(s) (Instr. 4)	Securities: Direct (D) or Indirect (I) (Instr. 4)
Stock Options (Right to Buy)	\$20.59	11/12/2002		A (1)		1,000		11/12/2003	11/12/2012	Class A Common Stock	1,000	\$20.59	1,000	D

Explanation of F	Responses:				
(1) Award gran	nted under issuer's	Amended and Resta	ned 1996 Long-Term	Incentive Plan.	

/s/ Glenn W. Marschel, Jr. by James F. Brashear, attorney-in-fact

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Date

** Signature of Reporting Person

Last update: 09/05/2002

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, <i>see</i> 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.
http://www.sec.gov/divisions/corpfin/forms/form4.htm