

SCARLETT JOSEPH H JR

Form 4

April 30, 2003



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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).

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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 <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)
Employee Stock Purchase Plan	\$19.595 (2)					

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

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
1/24/03	1/24/07	Common Stock	33,333 (1)		33,333 (1)	D
1/24/04	1/24/07	Common Stock	33,333 (1)		33,333 (1)	D
1/26/05	1/24/07	Common Stock	33,333 (1)		33,333 (1)	D
1/23/04	1/23/08	Common Stock	33,333 (1)		33,333 (1)	D
1/23/05	1/23/08	Common Stock	33,333 (1)		33,333 (1)	D
1/23/06	1/23/08	Common Stock	33,333 (1)		33,333 (1)	D

**Explanation of Responses:**

1. Fractional shares are rounded to the closest whole number.
2. Exercise price reflects 110% of the fair value on date of grant, due to ownership position.

/s/ Joseph H. Scarlett, Jr.

4/29/03

\*\*Signature of Reporting Person

Date

