

MEYER KAREN M
Form 4
December 05, 2002

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

1. Title of Security	2. Trans- action Date (Month/ Day/ Year)	2A.Execu- action Date (Month/ Day/ Year)	3. Trans- action Code	3. Trans- action V	4. Securities Acquired (A) or Disposed of (D) Amount	4. Securities Acquired (A) or Disposed of (D) A/D	4. Securities Acquired (A) or Disposed of (D) Price	5. Amount Owned Follow Report Transa
Common Stock	05/13/2002		G	V	-10	D	\$0.0000	3440
Common Stock								4521.0
Common Stock								-0
Common Stock								5172.2
COMMON STOCK								0
Common Stock Units								5516.2
Matching Units								2758.0
Performance Share Units	12/04/2002		A		5624	A	\$0.0000	23683.

1.	2.	3.	3A.	4.	5.	6.	7.
							Title and Amount
							of Underlying
							Securities
	Conver-	Trans-	Execu-		Number of		
	sion or	action	tion		Derivative	Date Exercisable	
	Exercise	Date	Date		Securities	and Expiration Date	
							Amount

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Title of Derivative Security	Price of Deriv- ative Security	(Month/ Day/ Year)	(Month/ Day/ Year)	Transac- tion Code Code	V	Acquired (A) (A)	Disposed (D) (D)	(Month/Day/Year)		or Number of Shares
								Date Exer- cisable	Expira- tion Date	
Stock Option	\$64.55	12/04/2 002		A		11000		12/04/2002	12/04/2012	Common Stock

Explanation of Responses:

SIGNATURE OF REPORTING PERSON
/s/ N. Jeanne Ryan

DATE
12/05/2002