

Edgar Filing: CANTALUPO JAMES R - Form 4

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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction (Instr. 8)				5. Date Exercisable and Expiration Date (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 Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Name of Indirect Beneficial Owner (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Equivalent Units	1-for-1	(1)	A	V	618	(1)	(1)	Common Stock	651	n/a	651	D	

Explanation of Responses:

(1) Stock units (Units) under the Company s deferred compensation plan resulting from deferral of meeting fees and/or compensable stock grant and/or dividends (in shares) on such Units. Units were acquired at various dates at market prices ranging from \$28.17 to \$34.97 per Unit. The number in column nine includes 33 shares credited in connection with transfer under new plan and change of administrator as of January 2002. Fractional shares will be paid in cash and are not reflected.

DENNIS M. MEANY
**Signature of Reporting Person

August 29, 2002
Date

Dennis M. Meany
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, on of which must be manually signed. If space is insufficient, see Instruction 6 for procedure