

Edgar Filing: CHAGNON KATHLEEN - Form 5

* If the form is filed by more than one reporting person, see instruction 4(b) (v).

(1) Reflects award of common stock.

FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8) -----	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
--	---	--	---	--	--	---	--

Employee Stock Option (right to buy)	\$31.21	8/12/02		A	45,000	(1) 8/12/12	Common Stock 45,000
---	---------	---------	--	---	--------	-------------	---------------------

Explanation of Responses:

Edgar Filing: CHAGNON KATHLEEN - Form 5

(1) The option vests in three equal annual installments beginning 5/24/03.

/s/ Kathleen A. Chagnon

2/7/03

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.