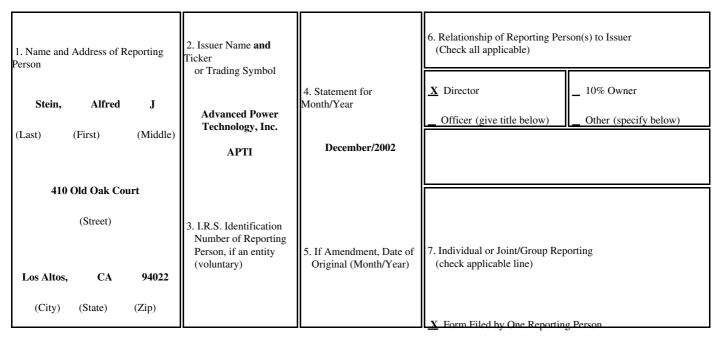
### STEIN ALFRED J

Form 5

February 07, 2003

#### FORM 5 OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 \_ Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may ANNUAL STATEMENT OF CHANGES IN BENEFICIAL continue. See Instruction **OWNERSHIP** OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden Form 3 Holdings Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the hours per response. . . 1.0 Reported Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported



\_\_ Form Filed by More than One Reporting Person

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

	1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities or Dispos (Instr. 3, 4		(A) Price	5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner-ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Common Stock					

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

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

	2. Conver		3A. Deemed		` /		6. Date Exercisable and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative	10.Ownership	
1. Title of Derivative Security (Instr. 3)	Derivative	`	Execution Date, if any (Month/ Day/Year)	4. Transaction Code (Instr. 8)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	8. Price of Derivative Security	Securities Beneficially Owned at End of Year (Instr. 4)	Direct (D) or	11. Natur of Indired Beneficia Ownersh (Instr. 4)
1-Option right to buy (#635)	\$12.75						12/27/01	12/27/10	Common Stock	27,000		27,000	D	
2-Option right to buy (#780)	\$14.39						8/1/02	8/1/11	Common Stock	6,038		6,038	D	
3-Option right to buy (#1594)	\$9.40						8/1/03	8/1/12	Common Stock	7,000		7,000	D	
	<u>                                     </u>													

Explanation of Responses:

/s/ ALFRED STEIN 1/28/03

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\*\* 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.

http://www.sec.gov/divisions/corpfin/forms/form5.htm

Last update: 09/03/2002