KILBURN E MILES

Form 4 April 23, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

> Filed By Romeo and Dye's Section 16 Filer www.section16.net

| 1. Name and Add Kilburn E Miles | | | me and Ticl | ker or T | P | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|---------------------------------------|--|--|--|----------|---|---|---------|--|---|-------------------------------------|---|--|
| (Last) 2525 Horizon La | of Reporting Person, | | | | | Statement for onth/Day/Year oril 23, 2003 | 10 X | Director | | | | |
| | | | | | | | | xecutive Vice resident | | | | |
| | (Street) | | | | | | | 5. If Amendment, | | 7. Individual or Joint/Group Filing | | |
| Memphis, TN 38 | | | | | | Date of Original (Month/Day/Year) | | (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) (| Zip) | Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Transaction Code | Code | 4. Securitie (A) or Disp (Instr. 3, 4 Amount | osed o | | ing Reported Transactions(s) | | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Commmon Stock | | | | | | | | (Instr. 3 & 4) | 0 | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g., puts, calls, warrants, options, convertible securities)

| (e.g., puts, cans, warrants, options, convertible securities) | | | | | | | | | | | | | |
|---|------------|-----------|-----------|---------|-------------|---------------------|----------------|-------------|--------------|-----------|-----------|--|--|
| 1. Title of | 2. Conver- | 3. Trans- | 3A. | 4. | 5. Number | 6. Date Exercisable | 7. Title and | 8. Price of | 9. Number of | 10. | 11. Nat | | |
| Derivative | sion or | action | Deemed | Trans- | of | and Expiration | Amount of | Derivative | Derivative | Owner- | of Indii | | |
| Security | Exercise | Date | Execution | action | Derivative | Date | Underlying | Security | Securities | ship | Benefic | | |
| | Price of | | Date, | Code | Securities | (Month/Day/ | Securities | (Instr. 5) | Beneficially | Form | Owners | | |
| (Instr. 3) | Derivative | (Month/ | if any | | Acquired | Year) | (Instr. 3 & 4) | | Owned | of Deriv- | (Instr. 4 | | |
| | Security | Day/ | (Month/ | (Instr. | (A) or | | | | Following | ative | | | |
| | | Year) | Day/ | 8) | Disposed of | | | | Reported | Security: | | | |
| | • | • | • | • | 1 | | 1 | | | | | | |

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

Edgar Filing: KILBURN E MILES - Form 4

| | | | Year) | | | (D) (Instr. 3, 4 & 5) | | | | | | | (Instr. 4) | Direct (D) or Indirect | |
|-------------------------------|---------|----------|-------|------|---|-----------------------------|-----|--|----------|--------|-------------------|---------|------------|---------------------------------|--|
| | | | | Code | V | (A) | (D) | (D) Date Expiration Date Expiration Number of Shares | | | (I) (Instr. 4) | | | | |
| Incentive Stock Options | 5.1050 | | | | | | | 5/3/01 | 5/3/10 | Common | 0 | 5.1050 | | | |
| Incentive Stock Options | 21.7188 | | | | | | | 2/1/02 | 2/1/11 | Common | 200,000 | 21.7188 | | | |
| Incentive Stock Options | 33.3500 | | | | | | | 3/4/03 | 3/4/12 | Common | 125,000 | 33.3500 | | | |
| Incentive Stock Options | 10.2900 | 3/6/03 | | A | | 100,000 | | 3/6/04 | 3/6/13 | Common | 100,000 | 10.2900 | | | |
| Incentive Stock Options | 11.8700 | 4/01/03 | | A | | 25,000 | | 04/01/04 | 04/01/13 | Common | 25,000 | 11.8700 | | | |
| Incentive Stock Options | 11.8700 | 04/01/03 | | A | | 13,888 | | 04/01/04 | 04/01/13 | Common | 13,888 | 11.8700 | 463,888 | D | |

Explanation of Responses:

By: /s/ <u>E. Miles Kilburn</u> Charlene Kraft 04/23/2003 Date

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).