

AFLAC INC
Form 4
March 07, 2003

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting to Issuer (Check all applicable)					
Matsui, Hidefumi			AFLAC INCORPORATED (AFL)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Office Other (specify title below) Chairman AFLAC Ja					
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Group (Check Applicable Line)				
4-6-28,	Shimoochiai				03/05/03		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
(Street)					5. If Amendment, Date of Original (Month/Day/Year)						
Tokyo, Japan 161-0033											
(City)	(State)	(Zip)	Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially								
1. Title of Security (Instr. 3)			2. Transaction Date	2A. Deemed Execution Date, if any	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned (D) or Followed (A)	6. Ownership Form: Direct or Indirect	7.
					Code V	Amount	Price				

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	(Month/ Day/ Year)	(Month/ Day/ Year)			(A) or (D)		Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)
Common Stock	03/05/03		M	200,000	A	\$4.7084	D
Common Stock	03/05/03		M	50,000	A	\$7.9167	D
Common Stock	03/05/03		S	168,000	D	\$30.9255,624	D

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).

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(Over)
SEC 1474
(9-02)

FORM 4 (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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.

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				(Instr. 3, 4 and 5)				Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)				
Employee Stock Option (right to buy)	\$4.7084	03/05/03		M			200,000	06/28/93	06/28/03	Common Stock	200,000
Employee Stock Option (right to buy)	\$7.9167	03/05/03		M			50,000	02/13/96	02/13/06	Common Stock	50,000

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Reporting Person

By: Patricia A. Bell
For: Hidefumi
Matsui

Date

03/07/03

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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