STEWART C JIM III

Form 5

February 18, 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 1(b) Expires: January 31, 2005 Estimated average burden Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Form 3 Holdings 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

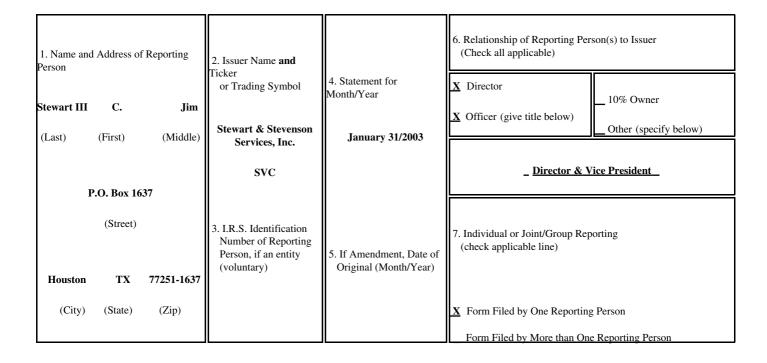
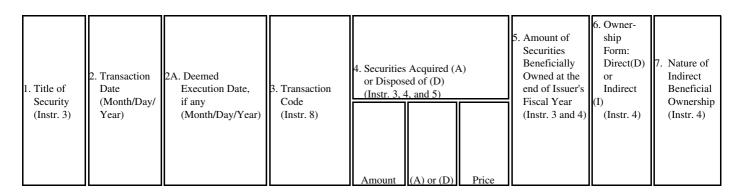


Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned



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

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

			Deemed	BA. Deemed			6. Date Exercisable and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)				10.Ownership	
Derivative Security (Instr. 3)	Derivative Security	Transaction Date (Month/	Execution Date, if any (Month/ Day/Year)	4. Transaction Code (Instr. 8)	(A)	(D)	Date Exercisable	Expiration Date	Title	Number	8. Price of Derivative Security	Beneficially Owned at	Direct (D) or Indirect (I)	of l Bea Ow (In
Non-Qualified Stock Option (right to buy)		03/25/02		A	5,000		(1)	03/25/12	Common Stock	5,000	(2)	5,000	D	

Explanation of Responses:
(1) The stock option becomes exercisable in four equal annual installments commencing 3/25/03.
(2) Granted under the 1988 Nonstatutory Stock Option Plan.

/s/ C. Jim Stewart III

02/14/03

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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

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