

STEWART & STEVENSON SERVICES INC
Form 11-K
June 26, 2003

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)**

For the fiscal year ended December 31, 2002

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)**

For the transition period from _____ to _____

Commission File Number 1-8514

A. **Full title of the plan and the address of the plan, if
different from that of the issuer named below:**

STEWART & STEVENSON
401(k) SAVINGS PLAN

B. **Name of issuer of the securities held pursuant to the plan
and the address of its principal executive office:**

Stewart & Stevenson Services, Inc.
2707 North Loop West
Houston, Texas 77008

Stewart & Stevenson 401(k) Savings Plan

Financial Statements and Supplemental Schedule

Year ended December 31, 2002

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Report of Independent Auditors

Administrative Committee
Stewart & Stevenson 401(k) Savings Plan

We have audited the accompanying statements of net assets available for benefits of the Stewart & Stevenson 401(k) Savings Plan as of December 31, 2002 and 2001, and the related statement of changes in net assets available for benefits for the year ended December 31, 2002. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2002 and 2001, and the changes in its net assets available for benefits for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2002, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Houston, Texas

June 19, 2003

Stewart & Stevenson 401(k) Savings Plan

Statements of Net Assets Available for Benefits

	December 31	
	2002	2001
Assets		
Cash	\$	\$ 1,113
Receivables:		
Employer contributions	89,651	194,975
Participant contributions	258,927	587,419
Accrued income	28,821	28,070
Pending sale	44	24
Total receivables	377,443	810,488
Investments	54,803,844	55,139,404
Total assets	55,181,287	55,951,005
Liabilities		
Accrued expenses and other liabilities	15,534	51,838
Net assets available for benefits	\$ 55,165,753	\$ 55,899,167

See accompanying notes.

Stewart & Stevenson 401(k) Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2002

Additions:	
Employer contributions	\$ 2,751,262
Participant contributions	8,903,234
Rollover contributions	860,828
Investment income	1,389,244
Total additions	13,904,568
Deductions:	
Benefit payments	5,473,129
Net depreciation in fair value of investments	9,163,577
Administrative expenses	1,276
Total deductions	14,637,982
Net decrease	(733,414)
Net assets available for benefits at:	
Beginning of year	55,899,167
End of year	\$ 55,165,753

See accompanying notes.

Stewart & Stevenson 401(k) Savings Plan

Notes to Financial Statements

December 31, 2002

1. Description of Plan

General

The Stewart & Stevenson 401(k) Savings Plan (the Plan) is a defined contribution plan established effective January 1, 1994, for the benefit of eligible employees of Stewart & Stevenson, Inc. and certain adopting subsidiaries (collectively, the Company) who have completed at least 30 days of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The following description of the Plan is provided for general information only. Participants should refer to the *Summary Plan Description* for a more complete description of the Plan's provisions, a copy of which is available from the Company.

Contributions

Eligible employees are automatically enrolled for a 1% participant contribution of their eligible compensation unless otherwise elected. Participants may elect to make an additional contribution from 2% to 20% of their eligible compensation, subject to certain limitations, as defined by the Internal Revenue Code (IRC). The first 1% of participant contributions is matched dollar for dollar (Basic Match) by the Company, and participant contributions in excess of 1% of compensation, but no more than 6%, are matched at 25% (Supplemental Match) by the Company. Participants may also make rollover contributions to the Plan representing distributions from other qualified plans. Participants may direct the investment of all contributions into one or more of the investment options offered by the Plan.

Vesting

Participants are fully vested in their participant contributions, rollovers, Basic Match, and the related earnings which have been credited to their accounts. Participants shall become 100% vested in their Supplemental Match contributions upon attainment of age 65, the normal retirement age, or upon death or disability, as defined by the Plan. Participants who terminate for any other reason vest in their Supplemental Match contributions and related earnings at a rate of 20% per year with full vesting after five years of service. Forfeited amounts of nonvested accounts are used to reduce future Supplemental Match or pay administrative expenses of the Plan.

Benefit Payments

Benefits are payable to participants or to a designated beneficiary in the event of their retirement, death, or termination of employment in the form of a lump-sum payment. In limited circumstances, account withdrawals may be made upon the attainment of age 59 ½ or in the event of financial hardship as defined in the Plan.

Participant Loans

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loan term may not exceed five years, except for loans used for the purchase of a principal residence, which may be repaid over a longer period of time. Principal and interest are paid ratably through payroll deductions.

Administrative Expenses

The Company pays certain administrative expenses of the Plan.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event of plan termination, participants will become 100% vested in their account balances.

2. Summary of Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. Benefit payments are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and schedule. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments in mutual funds and common stock are stated at fair value, based on quotations obtained from national security exchanges. The investment in the common collective trust fund is stated at fair value as determined by the issuer, based on the fair value of the underlying investments.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Risks and Uncertainties

The Plan provides for various investments in a common collective trust fund, mutual funds, and common stock. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statements of net assets available for benefits and participant account balances.

3. Investments

Individual investments that represent 5% or more of the Plan's net assets at December 31, 2002 or 2001, are as follows:

	December 31	
	2002	2001
AIM Value Fund	\$ 9,575,490	\$ 14,062,515
American Balanced Fund	5,693,349	5,201,360
Franklin Small Cap Growth Fund	4,105,887	4,408,400
Massachusetts Investors Trust	4,084,809	3,923,704
Merrill Lynch Corporate Bond Fund, Inc. Intermediate Term	8,796,487	6,179,431
Merrill Lynch Global Allocation Fund, Inc.	7,051,516	7,154,706
Merrill Lynch Retirement Preservation Trust	7,711,117	6,514,535
Stewart & Stevenson Services, Inc. common stock	3,177,208	3,268,435

During 2002, the Plan's investments (including investments bought, sold, and held during the year) depreciated in value as follows:

Common stock	\$ 851,875
Mutual funds	8,311,702
	\$ 9,163,577

4. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated January 20, 2000, stating that the Plan is qualified under section 401(a) of the IRC and, therefore, the related trust is exempt from taxation. Subsequent to this issuance of the determination letter, the Plan was amended and restated. An application for a determination on the restated plan was submitted to the IRS on February 28, 2002. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan, as amended and restated, is qualified and the related trust is tax exempt.

Supplemental Schedule

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Stewart & Stevenson 401(k) Savings Plan

Schedule H, Line 4(i) Schedule of Assets (Held at End of Year)

EIN: 74-1051605 PN: 002

December 31, 2002

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Current Value
AIM Family of Funds	AIM Value Fund	\$ 9,575,490
American Funds Group	American Balanced Fund	5,693,349
Franklin Investments	Franklin Small Cap Growth Fund	4,105,887
Massachusetts Financial Services	Massachusetts Investors Trust	4,084,809
*Merrill Lynch	Merrill Lynch Corporate Bond Fund, Inc. Intermediate Term	8,796,487
*Merrill Lynch	Merrill Lynch Global Allocation Fund, Inc.	7,051,516
*Merrill Lynch	Merrill Lynch Retirement Preservation Trust	7,711,117
Olympic Trust	Mercury International Fund	2,265,386
*Stewart & Stevenson Services, Inc.	224,696 shares of common stock	3,177,208
*Participant loans	Various maturities and interest rates ranging from 5.25 to 10.5%	2,342,595
		\$ 54,803,844

*Party-in-interest.

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Stewart & Stevenson 401(k) Savings Plan Administrative Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

STEWART & STEVENSON 401(k) SAVINGS
PLAN ADMINISTRATIVE COMMITTEE

Date: June 24, 2003

/s/ John B. Simmons
John B. Simmons
Chairman

/s/ Scott Biar
Scott Biar
Member

/s/ Bill Moll
Bill Moll
Member

/s/ Steve Hines
Steve Hines
Member

/s/ Lesley Roth
Lesley Roth
Member

INDEX TO EXHIBIT

Exhibit No.	Description
23.1	Consent of independent accountants

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