

MURPHY KATHLEEN A  
Form 4  
January 02, 2003

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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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www.section16.net

| 1. Name and Address of Reporting Person*              |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>ENERGY CORPORATION (ETR)</b>        |   |   |            | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |   |  |                                   |
|---|--------------------------------------|--|---|---|---|------------|---|---|--|-----------------------------------|
| <b>MURPHY, KATHLEEN A.</b>                            |                                      |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |   |   |            | <input checked="" type="checkbox"/> Director —<br>10% Owner —<br><input type="checkbox"/> Officer (give title below) —<br>Other (specify below) — |   |  |                                   |
| (Last) (First) (Middle)<br><b>68 SADDLE ROCK ROAD</b> |                                      |  |   |   |   |            | 4. Statement for Month/Day/Year<br><b>01/01/03</b>  |   |  |                                   |
| (Street)<br><b>STAMFORD, CT 06902</b>                 |                                      |  | 5. If Amendment, Date of Original (Month/Day/Year)                                    |   |   |            |   |   |  |                                   |
| (City) (State) (Zip)                                  |                                      |  | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |   |            |   |   |  |                                   |
| 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) |            |   | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|   |                                      |  | Code  | V | Amount  | (A) or (D) | Price   |   |  |                                   |

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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**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 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|--|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|--|--|

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|                            |               |                 |  | (Instr. 3, 4 & 5)      |   |            | Date Exer-cisable | Expira-tion Date | Title             | Amount or Number of Shares |  | Indirect (I) (Instr. 4) |          |
|----------------------------|---------------|-----------------|--|------------------------|---|------------|-------------------|------------------|-------------------|----------------------------|--|-------------------------|----------|
|                            |               |                 |  | Code                   | V | (A)        |                   |                  |                   |                            |  |                         | (D)      |
| <b>Phantom Stock Units</b> | <b>Note 1</b> | <b>01/01/03</b> |  | <b>A<sup>(1)</sup></b> |   | <b>800</b> | <b>Note 1</b>     | <b>Note 1</b>    | <b>ETR Common</b> | <b>800</b>                 |  | <b>2400</b>             | <b>D</b> |

Explanation of Responses:

(1) Acquired under the Company's Service Recognition Program. Payment under this plan is made only in cash at the then market price following the termination of Board service. Initial five year vesting period has not yet been met.

By: /s/ **Christopher T. Screen** **01/01/03**  
**For: Kathleen A. Murphy** Date  
 \*\*Signature of Reporting Person

\*\*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 is insufficient, See Instruction 6 for procedure.

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