

Edgar Filing: BARTON JOEL B - Form 4

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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).

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 control number.

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) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | |
|---|--|--|--|-------|--|-----|---|----------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date |
| Stock Option (Right to Buy) | \$10.25 | 5/09/01 | A | V | 8,213 | | 5/09/02 | 5/21/02 ¹ |
| Stock Option (Right to Buy) | \$10.25 | 5/09/01 | A | V | 8,214 | | 5/09/03 | 5/21/02 ¹ |
| Stock Option (Right to Buy) | \$10.25 | 5/09/01 | A | V | 8,213 | | 5/09/04 | 5/21/02 ¹ |
| Stock Option (Right to Buy) | \$10.25 | 5/09/01 | A | V | 8,214 | | 5/09/05 | 5/21/02 ¹ |
| Stock Option (Right to Buy) | \$16.57 | 7/11/01 | A | V | 4,286 | | 7/11/02 | 5/21/02 ¹ |
| Stock Option (Right to Buy) | \$16.57 | 7/11/01 | A | V | 4,287 | | 7/11/03 | 5/21/02 ¹ |
| Stock Option (Right to Buy) | \$16.57 | 7/11/01 | A | V | 4,286 | | 7/11/04 | 5/21/02 ¹ |
| Stock Option (Right to Buy) | \$16.57 | 7/11/01 | A | V | 4,287 | | 7/11/05 | 5/21/02 ¹ |
| 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned at End of Month (Instr. 4) | | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Title | Amount of Number of Shares | | | | | | | |
| Common Stock | 8,213 | N/A | | 8,213 | | D | | |
| Common Stock | 8,214 | N/A | | 8,214 | | D | | |
| Common Stock | 8,213 | N/A | | 8,213 | | D | | |
| Common Stock | 8,214 | N/A | | 8,214 | | D | | |
| Common Stock | 4,286 | N/A | | 4,286 | | D | | |
| Common Stock | 4,287 | N/A | | 4,287 | | D | | |
| Common Stock | 4,286 | N/A | | 4,286 | | D | | |
| Common Stock | 4,287 | N/A | | 4,287 | | D | | |

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Explanation of Responses:

¹ Because the reporting person terminated employment on February 21, 2002, these options will expire on May 21, 2002, before they become exercisable.

**Intentional misstatements or omissions of facts constitute

Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: /s/ Joel B. Barton
*Signature of Reporting Person
Joel B. Barton

March 8, 2002
Date

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

If space provided is insufficient, *see* Instruction 6 for procedure.

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