

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(f) of the Investment Company Act of 1940

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)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
1. Name and Address of Reporting Person\*
2. Issuer Name and Ticker or Trading Symbol
3. I.R.S. Identification Number of Reporting Person...
4. Statement for Month/Year
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer
7. Individual or Joint/Group Filing (Check Applicable Line)
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
1. Title of Security (Instr. 3)
2. Transaction Date (Month/Day/Year)
3. Transaction Code (Instr. 8)
4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)
6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
7. Nature of Ownership (Instr. 4)

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)
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 Securities Beneficially Owned at End of Month (Instr. 4)
11. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock Equivalent Units 1-for-1 A 62 (1) (1) Common Stock 62 \$32.17 1,317 D

Explanation of Responses:

(1) Stock units ("Units") under the Company's deferred compensation plan resulting from (a) deferral of salary and Company match (in shares) and (b) premium (in shares) to participants deferring awards into Units. 12 of these Units are subject to vesting based on employment through December 31, 2003.

DENNIS M. MEANY
\*\*Signature of Reporting Person
September 3, 2002
Date
Dennis M. Meany
Attorney-in-fact

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).
\*\*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