ROSSI FRANK A Form 4 January 28, 2003

FORM 4

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

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

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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(h) of the Investment Company Act of 1940

1. Name and Address of Re Rossi Frank A.					nd Ticker uter Serv	Perso	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (First) 21 S. Clark Street, Suite 3	0	of Reporting Person,					4. Statement for Month/Day/Year 01/24/03			X Director 10% Owner Officer (give title below) Other (specify below)				
(Street) Chicago, IL 60603								5. If Ame Date of C (Month/I		(Cheo <u>X</u> For Perso For	 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City) (State)	(Zip)		Table I Non-Derivative Securities Acquired, Dis								posed of, or Beneficially Owned			
	Title of Security 2. Trans- 2A. D		tion action Code (Instr. 8)			4. Securities Acc (A) or Disposed (Instr. 3, 4 & 5) Amount (A) or (D)		d of (D)) Securities Beneficially Owned Follow-		P	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class A Common Stock par value \$0.01	01/24/03	01/24	4/03	S		25,000	· · /	\$51.4108		50,000	D			

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, v	warrants, o	opt	ions,	convertible	securities)	

I. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number of	6. Date Exercisable	7. Title and Amount	8. Price of	9. Number of	10.	11. ľ
Derivative	sion or	action	Deemed	Trans-	Derivative	and Expiration	of Underlying	Derivative	Derivative	Owner-	of In
Security	Exercise	Date	Execution	action	Securities	Date	Securities	Security	Securities	ship	Bene
	Price of		Date,	Code	Acquired (A)	(Month/Day/	(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form	Own
(Instr. 3)	Derivative	(Month/	if any		or Disposed of	Year)			Owned	of Deriv-	(Inst
	Security	Day/	(Month/	(Instr.	(D)				Following	ative	
		Year)	Day/	8)					Reported	Security:	
			Year)		(Instr. 3, 4 &				Transaction(s)	Direct	

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1

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					5)						Instr. 4)	(D)	
				Code	(A)		Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares	,	or Indirect (I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$9.75	11/30/94	11/30/94	A	50,000		11/30/99	11/30/04	Class A Common	50,000			
Employee Stock Option (Right to Buy)	\$9.75	02/09/00	02/09/00	Μ		5,000	11/30/99	11/30/04	Class A Common	5,000			
Employee Stock Option (Right to Buy)	\$9.75	02/20/01	02/20/01	Μ		5,000	11/30/99	11/30/04	Class A Common	5,000			
Employee Stock Option (Right to Buy)	\$4.875 (1)	07/24/02	07/24/02	Μ		25,000	11/30/99	11/30/04	Class A Common	25,000			
Employee Stock Option (Right to Buy)	\$4.875 (1)	01/23/03	01/23/03	М		30,000	11/30/99	11/30/04	Class A Common	30,000	25,000 (1)	D	

Explanation of Responses:

(1) Options previously reported have been adjusted for a 2-for-1 stock split implemented as a stock dividend paid on February 22, 2002 to shareholders of record at the close of business on February 15, 2002.

By: /s/ <u>Frank A. Rossi</u>

<u>01/27/03</u> 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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