

SMITH RICHARD DEAN

Form 4

February 24, 2003



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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).

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**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Code V	(A) or Amount (D)	Price
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Common Stock	2/21/2003		A	95 A \$45.00	2,892	D	N/A
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Common Stock					558	I	By 401(K) Plan
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**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
					<b>CodeV (A)(D)</b>
					Stock Option 42.00
					Stock Option 42.00
					Stock Option 42.00
					Stock Option 42.00
					Stock Option (1) 42.00
					Stock Option (1) 45.00

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued**  
*(e.g., puts, calls, warrants, options, convertible securities)*

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
2/19/02	3/15/08	Common Stock	1,320	1,320	D
2/19/02	3/15/09	Common Stock	1,210	1,210	D
2/19/02	3/15/10	Common Stock	1,760	1,760	D
2/19/02	3/15/11	Common Stock	2,750	2,750	D
1/31/02	1/31/12	Common Stock	2,500	2,500	D
1/29/03	1/29/13	Common Stock	2,500	2,500	D

**Explanation of Responses:**

(1) Vests over 3 years - 25% immediately and 25% each anniversary date.

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(2) Stock options granted at the discretion of the Board of Directors for no consideration.

/s/ TERRILL R. MOORE

2/21/03

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\*\*Attorney In Fact for  
Reporting Person

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Date

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\*\* 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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