

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Executed Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	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 Ownership: Direct (D) or Beneficial (I) (Instr. 4)
Phantom Stock Units (1)	1 for 1	12/13/02		J V	43.60270		Common Stock 43.60270	\$36.96		D	
Phantom Stock Units (2)	1 for 1	01/01/03		A	458.00451		Common Stock 458.00451	\$35.48	2,292.22477	D	

Explanation of Responses:

- (1) These units were credited to the reporting person's deferred compensation phantom stock account on 12/13/02 as a dividend equivalent.
- (2) These units were credited to the reporting person's deferred compensation phantom stock account on 1/1/03 in partial payment of the 2003 retainer.

/s/James M. Quinn, as attorney-in-fact 01/03/03

 **Signature of Reporting Person Date
 Timothy M. Donahue

** 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 provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to rule 101(b)(4) of Regulation S-T.

