

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)

Form 4 header section including: 1. Name and Address of Reporting Person*, 2. Issuer Name and Ticker or Trading Symbol, 3. I.R.S. Identification Number, 4. Statement for Month/Year, 5. If Amendment, Date of Original, 6. Relationship of Reporting Person(s) to Issuer, 7. Individual or Joint/Group Filing.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned. Table with 11 columns: Title of Security, Conversion or Exercise Price, Transaction Date, Transaction Code, Number of Derivative Securities, Date Exercisable and Expiration Date, Title and Amount of Underlying Securities, Price of Derivative Security, Number of Derivative Securities, Form of Ownership, Nature of Ownership.

Explanation of Responses:

(1) Stock units ("Units") under the Company's deferred compensation plan resulting from deferral of meeting fees and/or compensable stock grants and/or dividends (in shares) payable in Units. Units were acquired at various dates at market prices ranging from \$29.42 to \$33.60 per Unit. Fractional shares will be paid in cash and are not reflected.

DENNIS M. MEANY

**Signature of Reporting Person

Dennis M. Meany
Attorney-in-fact

August 29, 2002

Date

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, on of which must be manually signed. If space is insufficient, see Instruction 6 for procedure