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Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
		Code	V	Amount	(A) or (D)
Common Stock					
Common Stock					2
Common Stock					1
				total	3

* 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.

(Print or Type Response)

(Over)

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

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action 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) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares Title
deferred stock units	1 for 1	9/30/02		68.434559	(4) (4)	common stock 68.434559

Explanation of Responses:

(1) shares held in the Dividend Reinvestment Plan

(2) shares were granted for service as a Director. Transfer of shares is prohibited and the shares may be forfeited to the Company unless certain specified conditions are met.

(3) gift to wife, the reporting person disclaims ownership of these securities and this report shall not be deemed as admission that the reporting person is the beneficial owner of such securities for purposes of section 16 or for any other purpose

(4) the deferred stock units were acquired under the UC Outside Directors' Deferred Income Plan on a periodic basis during the month ended 9/30/02.

Each deferred until will be settled in cash based upon a fixed date payout

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election or upon death, disability or termination of service, or earlier pursuant to the terms of the plan.

Jeremiah J. Sheehan, signature on file

October 1, 2002

Terri L. Marks (Power of Attorney)

**Signature of Reporting Person

Date

** 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 procedure.

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