

BOWNE & CO INC
Form 5
February 14, 2003

OMB APPROVAL OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden
hours per response...1.0

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 5

ANNUAL 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**

Check box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.

See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported

1. Name and Address of Reporting

Person* 2. Issuer Name and Ticker or Trading

Symbol 3. I.R.S. Identification Number of Reporting

Person, if an entity (Voluntary) Johnson, Robert, M.

(Last) (First) (Middle) Bowne & Co., Inc. (BNE)

Bowne & Co., Inc., 345 Hudson Street

4. Statement for Month/Year 5. If Amendment, Date of Original (Month/Year) 12/31/2002

(Street) **6. Relationship of Reporting Person(s)**

to Issuer (Check All Applicable) 7. Individual or Joint/Group Reporting

(Check Applicable Line) New York, NY 10014

(City) (State) (Zip) Director 10% Owner Form filed by One Reporting Person Officer (give title below) Form filed
by More than One Reporting Person Other (specify below) CEO & Chair of Board

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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

1. Title of Security

(Instr. 3) **2. Transaction Date**

Date

(Month/Day/Year) **2A. Deemed Execution**

Date, if any

(Month/Day/Year) **3. Transaction Code**

Code

(Instr. 8) **4. Securities Acquired (A)**

or Disposed of (D)

(Instr. 3, 4 and 5) **5. Amount of Securities**

Beneficially Owned

at the End of Issuer's

Fiscal Year

(Instr. 3 and 4) **6. Ownership**

Form:

Direct (D) or

Indirect (I)

(Instr. 4) **7. Nature of**

Indirect

Beneficial

Ownership

(Instr. 4)

Amount (A)

or

(D) Price

Common Stock, Par Value \$.01 per Share	V	215,270 (1)	D
---	---	-------------	---

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 Execution**

Date, if any

(Month/Day/Year) **4. Transaction Code**

(Instr. 8) **5. Number of Derivative Securities**

Acquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

(A) (D)

Options to Purchase Common Stock	\$10.580000	12/19/2002	A	110,000
----------------------------------	-------------	------------	---	---------

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

(Month/Day/Year) **7. Title and Amount of Underlying Securities**

8. Price of Derivative Security

(Instr. 3 and 4) **9. Number of Derivative Securities Beneficially Owned at End of Year**

(Instr. 5) **10. Ownership of Derivative Security: Direct (D) or Indirect (I)**

(Instr. 4) **11. Nature of Indirect Beneficial Ownership**

(Instr. 4)

Date Exercisable Expiration Date Title Amount or Number of Shares

(2) 12/19/2012 Common Stock 110,000 (2) 110,000 D

Explanation of Responses:

(1) The number of shares of Common Stock beneficially owned as of the date reported including the number of deferred stock units credited to the Reporting Person under Company plans, as permitted under applicable SEC rules, and shares held in the Company's Employee Stock Purchase Plan. (2) Non-Qualified stock options, granted under the Company's 1999 Incentive Compensation Plan, becoming exercisable in 50% increments on the two subsequent anniversaries of the grant.

Robert M. Johnson 2/14/2003

**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.