FLANDERS FRED J Form 4 February 06, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 4

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

O Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See Instruction 1(b)

Name and Address of Reporting Person* (Last, First, Middle)			2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)					
Flanders, F	red J.		_	Glacier Bancorp, Inc. (GBCI)							
49 Commo	ns Loop		4.	Statement for (Month/Day/Year) January 2003	5.	If Amendment, Date of Original (Month/Day/Year)					
(Street)			6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)					
Kalispell, N	ИТ 59901		_	þ Director _O 10% Owner		þ Form filed by One Reporting Person					
(City)	(State)	(Zip)		Officer (give title below)		o Form filed by More than One Reporting					
		Other (specify below)		Other (specify below)		Person					

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).

	Tabl	le I	Non-Derivative Sec	curities	Acquir	red, Disposed of, o	or F	Beneficially Own	ed		
Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2a.	Deemed Execution 3 Date, if any. (Month/Day/Year)	3. Trans Code (Instr.		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5.	Amount of 6 Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownershi (Instr. 4)
				Code	v	(A) or Amount (D) Price					
Common Stock								15,173	I		IRA
Common Stock								2,100	D		
					Page 2						

$\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

Title of Derivative Security (Instr. 3)	E: Pi	Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)		Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction 5. Code (Instr. 8)		Number of Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)		
								Code V		(A)	(D)	
Option		21.19										
					Page	2 3						

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of Derivative 10. Ownership Form of 11. Nature of **Expiration Date** of Underlying Derivative **Securities Beneficially Derivative Security:** Indirect Security (Month/Day/Year) Securities Owned Direct (D) or Indirect (I) Beneficial (Instr. 3 and 4) (Instr. 5) **Following Reported** (Instr. 4) Ownership Transaction(s) (Instr. 4) (Instr. 4) Amount or Date Expiration Number of Title Exercisable Date **Shares** Common 10-24-02 04-24-07 5,000 D Stock 5,000 7-29-03 1-29-08 1,500 1,500 D **Explanation of Responses:** /s/ James H. Strosahl signing on behalf of Fred J. Flanders February 5, 2003

Date

**Signature of Reporting

Person

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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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).