

ORMAT TECHNOLOGIES, INC.
 Form 4
 November 07, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Beck Gillon

2. Issuer Name and Ticker or Trading Symbol
 ORMAT TECHNOLOGIES, INC.
 [ORA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/05/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ORMAT TECHNOLOGIES, INC., 6225 NEIL ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RENO, NV 89511

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 28.23	11/05/2014	A		7,500		11/05/2015	11/05/2021	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beck Gillon C/O ORMAT TECHNOLOGIES, INC. 6225 NEIL ROAD RENO, NV 89511		X		

Signatures

/s/ ETTY ROSNER 11/07/2014
 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).

Remarks:

ETTY ROSNER is signing on behalf of Mr. Beck pursuant to a power of attorney dated June 1, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. J.P. Morgan Chase & Co., 6.625%, Depository Shares, Ser H 5,440,000 60,000 J.P. Morgan Chase Capital XI, 5.875% 1,421,400 Broker Services 13.50% 22,314,045 50,650 Bear Stearns Cos., Inc., 5.49%, Ser G 2,527,435 95,300 Bear Stearns Cos., Inc., 5.72%, Ser F 4,774,530 84,000 Bear Stearns Cos., Inc., 6.15%, Ser E 4,447,800 124,800 Lehman Brothers Holdings, Inc., 5.67%, Depository Shares, Ser D 6,364,800 53,000 Lehman Brothers Holdings, Inc., 5.94%, Ser C 2,756,000 52,300 Merrill Lynch & Co., Inc., 9.00%, Depository Shares, Ser A 1,443,480 Finance 11.08% 18,324,507 96,000 Citigroup, Inc., 6.213%, Ser G 5,208,000 64,500 Citigroup, Inc., 6.231%, Depository Shares, Ser H 3,553,950 28,500 Citigroup, Inc., 6.365%, Depository Shares, Ser F 1,573,200 118,300 Morgan Stanley Capital Trust V, 5.75% 2,814,357 92,000 SLM Corp., 6.97%, Ser A 5,175,000 Insurance 0.94% 1,562,500 62,500 ING Groep N.V., 6.20% 1,562,500 Leasing Companies 0.97% 1,607,970 80,600 AMERCO, 8.50%, Ser A 1,607,970 Media 1.21% 1,994,395 79,300 Shaw Communications, Inc., 8.50% (Canada) 1,994,395 See notes to financial statements. 6 SHARES ISSUER, DESCRIPTION VALUE Oil & Gas 10.28% \$16,993,609 47,700

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Anadarko Petroleum Corp., 5.46%, Depository Shares 4,674,600 51,500 Apache Corp., 5.68%, Depository Shares, Ser B 5,153,219 50,645 Devon Energy Corp., 6.49%, Ser A 5,165,790 80,000 Nexen, Inc., 7.35% (Canada) 2,000,000 Telecommunications 0.88% 1,450,000 50,000 Touch America Holdings, Inc., \$6.875* 1,450,000 Utilities 51.78% 85,615,358 229,475 Alabama Power Co., 5.20% 5,679,506 30,000 Baltimore Gas & Electric Co., 6.99%, Ser 1995 3,174,000 19,450 Baltimore Gas & Electric Co., 6.70%, Ser 1993 2,027,663 67,342 Boston Edison Co., 4.78% 5,656,728 41,151 Carolina Power & Light Co., \$4.20 3,033,602 9,960 Carolina Power & Light Co., \$5.44 888,930 165,000 Coastal Finance I, 8.375% 3,547,500 13,109 Conectiv Inc., 3.70% 933,197 186,000 El Paso Tennessee Pipeline Co., 8.25%, Ser A 7,254,000 180,700 Energy East Capital Trust I, 8.25% 4,788,550 33,000 Florida Power & Light Co., 6.75%, Ser U 3,466,033 52,000 Hawaiian Electric Industries Capital Trust I, 8.36% 1,388,400 14,000 Idaho Power Co., 7.07% 1,452,938 24,931 Monongahela Power Co., \$6.28, Ser D 1,689,075 55,500 Monongahela Power Co., \$7.73, Ser L 4,717,500 12,600 PPL Electric Utilities Corp., 4.40% 984,060 49,260 PSI Energy, Inc., 6.875% 5,044,224 47,998 Public Service Electric & Gas Co., 6.92% 4,919,795 141,511 Puget Energy, Inc., 7.45%, Ser II 3,556,171 200,986 Sierra Pacific Power Co., 7.80%, Ser 1 (Class A) 4,421,692 55,000 South Carolina Electric & Gas Co., 6.52% 5,706,250 40,000 Southern Union Co., 7.55% 1,002,000 2,638 Virginia Electric & Power Co., \$4.80 222,911 35,000 Virginia Electric & Power Co., \$6.98 3,629,500 10,000 Virginia Electric & Power Co., \$7.05 1,041,000 35,528 Wisconsin Public Service Corp., 6.76% 3,687,142 8,610 Xcel Energy, Inc., \$4.08, Ser B 607,005 8,470 Xcel Energy, Inc., \$4.11, Ser D 567,236 7,500 Xcel Energy, Inc., \$4.16, Ser E 528,750

----- COMMON STOCKS

45.79% \$75,720,348 ----- (Cost \$83,014,761) Telecommunications 0.00% 428 57,000 Touch America Holdings, Inc.* 428 See notes to financial statements. 7 SHARES ISSUER, DESCRIPTION VALUE Utilities 45.79% \$75,719,920 199,900 Alliant Energy Corp. 4,809,594 247,500 Aquila, Inc. 977,625 182,700 CH Energy Group, Inc. 8,002,260 79,700 Dominion Resources, Inc. 4,909,520 100,000 DPL, Inc. 1,822,000 183,500 DTE Energy Co. 6,767,480 90,000 Duke Energy Corp. 1,633,500 325,000 Energy East Corp. 7,296,250 166,000 KeySpan Corp. 5,805,020 44,000 NiSource, Inc. 911,240 255,100 Northeast Utilities 4,806,084 135,000 NSTAR 6,304,500 134,632 OGE Energy Corp. 3,070,956 44,500 Peoples Energy Corp. 1,800,025 69,000 Progress Energy, Inc. 2,973,900 176,250 Progress Energy, Inc. (Contingent Value Obligation)* (A) 17,625 130,400 Puget Energy, Inc. 2,963,992 369,000 Sierra Pacific Resources* 2,202,930 196,750 TECO Energy, Inc. 2,583,327 52,400 WPS Resources Corp. 2,322,892 228,000 Xcel Energy, Inc. 3,739,200 INTEREST CREDIT PAR VALUE ISSUER, MATURITY DATE RATE RATING** (000S OMITTED) VALUE -----

----- SHORT-TERM INVESTMENTS 10.46% \$17,290,212

----- (Cost \$17,290,212)

Commercial Paper 10.46% ChevronTexaco Corp., 11-30-03 0.82% A-1+ \$17,291 17,290,212

----- TOTAL INVESTMENTS

162.08% \$267,987,647 -----

----- OTHER ASSETS AND

LIABILITIES, NET (62.08%) (\$102,646,043)

----- TOTAL NET ASSETS

100.00% \$165,341,604 ----- *

Non-income-producing security. ** Credit ratings are unaudited and rated by Standard & Poors. (A) This security is valued in good faith under procedures established by the Board of Trustees. (R) These securities are exempt from registration under rule 144A of the Securities Act of 1933. Such securities may be resold, normally to qualified institutional buyers, in transaction exempt from registration. Rule 144A securities amounted to \$3,197,063 or 1.93% of net assets as of October 31, 2003. Parenthetical disclosure of a foreign country in the security description represents country of a foreign issuer. The percentage shown for each investment category is the total value of that category as a percentage of the net assets of the Fund. See notes to financial statements. 8 FINANCIAL STATEMENTS -----

ASSETS AND LIABILITIES ----- October 31, 2003 This Statement of Assets and Liabilities is the Funds

balance sheet. It shows the value of what the Fund owns, is due and owes. You'll also find the net asset value for each common share. ----- ASSETS

----- Investments at value (cost \$273,400,596)

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\$267,987,647 Cash 921 Dividends receivable 845,192 Other assets 54,106 Total assets 268,887,866
----- LIABILITIES
----- Payable for investments purchased 2,046,875
Common shares dividend payable 977,599 Payable to affiliates Management fee 336,778 Other 39,467 Other payables
and accrued expenses 108,299 Total liabilities 3,509,018 Dutch Auction Rate Transferrable Securities preferred shares
(DARTS) Series A, at value, unlimited number of shares of beneficial interest authorized with no par value, 500
shares issued, liquidation preference of \$100,000 per share 50,023,744 DARTS Series B, at value, unlimited number
of shares of beneficial interest authorized with no par value, 500 shares issued, liquidation preference of \$100,000 per
share 50,013,500 ----- NET ASSETS
----- Common shares capital paid-in 168,356,100
Accumulated net realized loss on investments (564,685) Net unrealized depreciation of investments (5,412,949)
Accumulated net investment income 2,963,138 Net assets applicable to common shares \$165,341,604
----- NET ASSET VALUE PER COMMON SHARE
----- Based on 15,039,985 shares of beneficial interest
outstanding - unlimited number of shares authorized with no par value \$10.99 See notes to financial statements. 9
FINANCIAL STATEMENTS ----- OPERATIONS ----- For the year ended October 31, 2003 This Statement
of Operations summarizes the Funds investment income earned and expenses incurred in operating the Fund. It also
shows net gains (losses) for the period stated. -----
INVESTMENT INCOME ----- Dividends \$15,987,516
Interest 74,155 Total investment income 16,061,671
----- EXPENSES
----- Investment management fee 2,077,534 DARTS
auction fee 268,489 Administration fee 254,970 Federal excise tax 93,891 Auditing fee 55,833 Custodian fee 50,623
Printing 41,265 Transfer agent fee 39,131 Registration and filing fee 33,325 Miscellaneous 26,912 Trustees fee
17,390 Legal fee 3,813 Interest 2,214 Total expenses 2,965,390 Net investment income 13,096,281
----- REALIZED AND UNREALIZED GAIN (LOSS)
----- Net realized loss on investments (21,584) Change
in net unrealized appreciation (depreciation) of investments 18,227,481 Net realized and unrealized gain 18,205,897
Distributions to DARTS Series A (637,770) Distributions to DARTS Series B (622,590) Increase in net assets from
operations \$30,041,818 See notes to financial statements. 10 FINANCIAL STATEMENTS ----- CHANGES IN
NET ASSETS ----- These Statements of Changes in Net Assets show how the value of the Funds net assets has
changed during the last two periods. The difference reflects earnings less expenses, any investment gains and losses,
distributions, if any, paid to shareholders and any increase due to the sales of common shares. YEAR YEAR ENDED
ENDED 10-31-02 10-31-03 ----- INCREASE IN NET
ASSETS ----- From operations Net investment income
\$14,788,081 \$13,096,281 Net realized loss (535,880) (21,584) Change in net unrealized appreciation (depreciation)
(31,436,761) 18,227,481 Distributions to DARTS Series A and B (1,765,801) (1,260,360) Increase (decrease) in net
assets resulting from operations (18,950,361) 30,041,818 Distributions to common shareholders From net investment
income (11,701,834) (15,322,365) From Fund share transactions - 372,565
----- NET ASSETS APPLICABLE TO COMMON
SHARES ----- Beginning of period 180,901,781
150,249,586 End of period1 \$150,249,586 \$165,341,604 1 Includes accumulated net investment income of
\$6,354,978 and \$2,963,138, respectively. See notes to financial statements. 11 FINANCIAL HIGHLIGHTS -----
FINANCIAL HIGHLIGHTS ----- COMMON SHARES The Financial Highlights show how the Funds net asset
value for a share has changed since the end of the previous period. PERIOD ENDED 10-31-99 10-31-00 10-31-01
10-31-02 10-31-03 -----
PER SHARE OPERATING PERFORMANCE ----- Net asset value,
beginning of period \$13.23 \$12.09 \$12.24 \$12.06 \$10.01 Net investment income1 1.07 1.06 1.05 0.99 0.87 Net
realized and unrealized gain (loss) on investments (1.10) 0.21 (0.20) (2.14) 1.21 Distributions to DARTS Series A and
B (0.26) (0.31) (0.25) (0.12) (0.08) Total from investment operations (0.29) 0.96 0.60 (1.27) 2.00 Less distributions to

common shareholders From net investment income (0.85) (0.81) (0.78) (0.78) (1.02) Net asset value, end of period \$12.09 \$12.24 \$12.06 \$10.01 \$10.99 Per share market value, end of period \$9.75 \$10.13 \$10.93 \$9.40 \$11.14 Total return at market value² (%) (13.16) 12.56 15.22 (7.55) 30.87

----- RATIOS AND SUPPLEMENTAL DATA

----- Net assets applicable to common shares, end of period (in millions) \$181 \$184 \$181 \$150 \$165 Ratio of expenses to average net assets³ (%) 1.74 1.85 1.78 1.91 1.91 Ratio of net investment income to average net assets⁴ (%) 8.29 9.13 8.46 8.66 8.45 Portfolio turnover (%) 26 18 27 10 9

----- SENIOR SECURITIES

----- Total DARTS Series A outstanding (in millions) \$50 \$50 \$50 \$50 \$50 Total DARTS Series B outstanding (in millions) \$50 \$50 \$50 \$50 \$50 Involuntary liquidation preference DARTS Series A per unit (in thousands) \$100 \$100 \$100 \$100 \$100 Involuntary liquidation preference DARTS Series B per unit (in thousands) \$100 \$100 \$100 \$100 \$100 Approximate market value per unit (in thousands) \$100 \$100 \$100 \$100 \$100 Asset coverage per unit⁵ \$286,177 \$283,629 \$283,166 \$247,689 \$264,239 1 Based on the average of the shares outstanding. 2 Assumes dividend reinvestment. 3 Ratios calculated on the basis of expenses relative to the average net assets for common shares. Without the exclusion of preferred shares, the ratio of expenses would have been 1.14%, 1.17%, 1.16%, 1.20% and 1.16%, respectively. 4 Ratios calculated on the basis of net investment income relative to the average net assets for common shares. Without the exclusion of preferred shares, the ratio of net investment income would have been 5.46%, 5.80%, 5.50%, 5.46% and 5.14%, respectively. 5 Calculated by subtracting the Funds total liabilities from the Funds total assets and dividing such amount by the number of DARTS outstanding as of the applicable 1940 Act Evaluation Date, which may differ from the financial reporting date. See notes to financial statements. 12 -----

NOTES TO STATEMENTS ----- NOTE A Accounting policies John Hancock Patriot Premium Dividend Fund II (the Fund) is a diversified closed-end management investment company registered under the Investment Company Act of 1940. Significant accounting policies of the Fund are as follows: Valuation of investments Securities in the Funds portfolio are valued on the basis of market quotations, valuations provided by independent pricing services or at fair value as determined in good faith in accordance with procedures approved by the Trustees. Short-term debt investments maturing within 60 days are valued at amortized cost, which approximates market value. The Fund determines the net asset value of the common shares each business day. Investment transactions Investment transactions are recorded as of the date of purchase, sale or maturity. Net realized gains and losses on sales of investments are determined on the identified cost basis. Expenses The majority of the expenses are directly identifiable to an individual fund. Expenses that are not readily identifiable to a specific fund are allocated in such a manner as deemed equitable, taking into consideration, among other things, the nature and type of expense and the relative sizes of the funds. Federal income taxes The Fund qualifies as a regulated investment company by complying with the applicable provisions of the Internal Revenue Code and will not be subject to federal income tax on taxable income that is distributed to shareholders. Therefore, no federal income tax provision is required. The Fund paid \$93,891 of federal excise due to calendar year distribution requirements. For federal income tax purposes, the Fund has \$555,078 of a capital loss carryforward available, to the extent provided by regulations, to offset future net realized capital gains. To the extent that such carryforward is used by the Fund, no capital gain distributions will be made. The entire loss carryforward expires as follows: October 31, 2010 - \$533,811 and October 31, 2011 - \$21,267. Dividends, interest and distributions Dividend income on investment securities is recorded on the ex-dividend date or, in the case of some foreign securities, on the date thereafter when the Fund identifies the dividend. Interest income on investment securities is recorded on the accrual basis. Foreign income may be subject to foreign withholding taxes, which are accrued as applicable. The Fund records distributions to common and preferred shareholders from net investment income and realized gains on the 13 ex-dividend date. During the year ended October 31, 2003, the tax character of distributions paid was as follows: ordinary income \$16,582,725. As of October 31, 2003, the components of distributable earnings on a tax basis included \$4,016,395 of undistributed ordinary income. Such distributions to common shareholders, and distributable earnings, on a tax basis, are determined in conformity with income tax regulations, which may differ from accounting principles generally accepted in the United States of America. Distributions in excess of tax basis earnings and profits, if any, are reported in the Funds financial statements as a

return of capital. Use of estimates The preparation of these financial statements, in accordance with accounting principles generally accepted in the United States of America, incorporates estimates made by management in determining the reported amount of assets, liabilities, revenues and expenses of the Fund. Actual results could differ from these estimates.

NOTE B Management fee and transactions with affiliates and others The Fund has an investment management contract with John Hancock Advisers, LLC (the Adviser), a wholly owned subsidiary of The Berkeley Financial Group, LLC. Under the investment management contract, the Fund pays a monthly management fee to the Adviser at an annual rate of 0.50% of the Funds average weekly net assets and the value attributable to the DARTS, plus 5.00% of the Funds weekly gross income. The Advisers total fee is limited to a maximum amount equal to 1.00% annually of the Funds average weekly net assets and the value attributable to the DARTS. For the year ended October 31, 2003, the advisory fee incurred did not exceed the maximum advisory fee allowed. The Fund has an administrative agreement with the Adviser under which the Adviser oversees the custodial, auditing, valuation, accounting, legal, stock transfer and dividend disbursing services and maintains Fund communications with the shareholders. The Fund pays the Adviser a monthly administration fee at an annual rate of 0.10% of the Funds average weekly net assets and the value attributable to the preferred shares. Ms. Maureen Ford Goldfarb and Mr. John M. DeCiccio are directors and/or officers of the Adviser and/or its affiliates, as well as Trustees of the Fund. The compensation of unaffiliated Trustees is borne by the Fund. The unaffiliated Trustees may elect to defer for tax purposes their receipt of this compensation under the John Hancock Group of Funds Deferred Compensation Plan. The Fund makes investments into other John Hancock funds, as applicable, to cover its liability for the deferred compensation. Investments to cover the Funds deferred compensation liability are recorded on the Funds books as an other asset. The deferred compensation liability and the related other asset are always equal and are marked to market on a periodic basis to reflect any income earned by the investments as well as any unrealized gains or losses. The Deferred Compensation Plan investments had no impact on the operations of the Fund.

14 NOTE C Fund share transactions Common shares This listing illustrates dividend reinvestments, the reclassification of the Funds capital accounts and the number of common shares outstanding at the beginning and end of the last two periods, along with the corresponding dollar value.

YEAR ENDED 10-31-02	YEAR ENDED 10-31-03	SHARES	AMOUNT	SHARES	AMOUNT
Beginning of period	15,002,724	\$168,272,712	15,002,724	\$168,078,401	
Distributions reinvested	-	-	37,261	372,565	
Reclassification of capital accounts	(194,311)	(94,866)			
End of period	15,002,724	\$168,078,401	15,039,985	\$168,356,100	

Dutch Auction Rate Transferable Securities preferred shares Series A and Series B The Fund issued Dutch Auction Rate Transferable Securities preferred shares (DARTS), 598 shares of Series A and 598 shares of Series B, in a public offering. The underwriting discount was recorded as a reduction of the capital of common shares. During the year ended October 31, 1990, the Fund retired 98 shares of DARTS from both Series A and Series B. Dividends on the DARTS, which accrue daily, are cumulative at a rate that was established at the offering of the DARTS and has been reset every 49 days thereafter by an auction. Dividend rates on DARTS Series A ranged from 0.95% to 1.76% and on Series B from 0.93% to 1.85%, during the year ended October 31, 2003. Accrued dividends on DARTS are included in the value of DARTS on the Funds statement of assets and liabilities. The DARTS are redeemable at the option of the Fund, at a redemption price equal to \$100,000 per share, plus accumulated and unpaid dividends on any dividend payment date. The DARTS are also subject to mandatory redemption at a redemption price equal to \$100,000 per share, plus accumulated and unpaid dividends, if the Fund is in default on its asset coverage requirements with respect to the DARTS, as defined in the Funds by-laws. If the dividends on the DARTS shall remain unpaid in an amount equal to two full years dividends, the holders of the DARTS, as a class, have the right to elect a majority of the Board of Trustees. In general, the holders of the DARTS and the common shareholders have equal voting rights of one vote per share, except that the holders of the DARTS, as a class, vote to elect two members of the Board of Trustees, and separate class votes are required on certain matters that affect the respective interests of the DARTS and common shareholders.

NOTE D Investment transactions Purchases and proceeds from sales and maturities of securities, other than short-term securities and obligations of the U.S. government, during the year ended October 31, 2003, aggregated \$23,323,329 and \$39,128,979, respectively. The cost of investments owned on October 31, 2003, including short-term investments, for federal income tax purposes was \$273,410,152. Gross unrealized appreciation and depreciation of investments aggregated \$20,537,538 and \$25,960,043, respectively, resulting in net unrealized depreciation of \$5,422,505. The difference between book basis and tax basis net unrealized depreciation of investments is attributable primarily to the tax deferral of losses on certain sales of securities.

15 NOTE E Reclassification of accounts During the year ended October 31, 2003, the Fund

reclassified amounts to reflect a decrease in accumulated net realized loss on investments of \$262, an increase in accumulated net investment income of \$94,604 and a decrease in capital paid-in of \$94,866. This represents the amount necessary to report these balances on a tax basis, excluding certain temporary differences, as of October 31, 2003. Additional adjustments may be needed in subsequent reporting periods. These reclassifications, which have no impact on the net asset value of the Fund, are primarily attributable to certain differences in the computation of distributable income and capital gains under federal tax rules versus accounting principles generally accepted in the United States of America and book and tax differences in accounting for deferred compensation and federal excise tax. The calculation of net investment income per share in the Funds Financial Highlights excludes these adjustments.

16 ----- AUDITORS REPORT ----- Report of Deloitte & Touche LLP, Independent Auditors To The Board of Trustees and Shareholders of John Hancock Patriot Premium Dividend Fund II, We have audited the accompanying statement of assets and liabilities of John Hancock Patriot Premium Dividend Fund II (the Fund) including the schedule of investments, as of October 31, 2003, and the related statement of operations for the year then ended, the statement of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Funds management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned at October 31, 2003, by correspondence with the custodian and brokers, where replies were not received from brokers, we performed other auditing procedures. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion. In our opinion, such financial statements and financial highlights present fairly, in all material respects, the financial position of the Fund at October 31, 2003, the results of its operations, the changes in its net assets and its financial highlights for the respective stated periods, in conformity with accounting principles generally accepted in the United States of America. DELOITTE & TOUCHE LLP Boston, Massachusetts December 5, 2003 17 -----

TAX INFORMATION ----- Unaudited For federal income tax purposes, the following information is furnished with respect to the distributions of the Fund, if any, paid during its taxable year ended October 31, 2003. With respect to the ordinary dividends paid by the Fund for the fiscal year ended October 31, 2003, 100.00% of the dividends qualify for the corporate dividends-received deduction. The Fund hereby designates the maximum amount allowable of its net taxable income as qualified dividend income as provided in the Jobs and Growth Tax Relief Reconciliation Act of 2003. This amount will be reflected on Form 1099-DIV for the calendar year 2003. Shareholders will be mailed a 2003 U.S. Treasury Department Form 1099-DIV in January 2004. This will reflect the total of all distributions that are taxable for the calendar year 2003. 18 INVESTMENT OBJECTIVE AND POLICY The Funds investment objective is to provide high current income consistent with modest growth of capital for holders of its common shares of beneficial interest. The Fund will pursue its objective by investing in a diversified portfolio of dividend paying preferred and common stocks. The Funds non-fundamental investment policy, with respect to the quality of ratings of its portfolio investments, was changed by a vote of the Funds Trustees on September 13, 1994. This policy, which became effective October 15, 1994, stipulates that preferred stocks and debt obligations in which the Fund will invest will be rated investment-grade (at least BBB by S&P or Baa by Moodys) at the time of investment or will be preferred stocks of issuers of investment-grade senior debt, some of which may have speculative characteristics, or, if not rated, will be of comparable quality as determined by the Adviser. The Fund will invest in common stocks of issuers whose senior debt is rated investment-grade or, in the case of issuers that have no rated senior debt outstanding, whose senior debt is considered by the Adviser to be of comparable quality. This policy supersedes the requirement that at least 80% of the Funds total assets consist of preferred stocks and debt obligations rated A or higher and dividend-paying common stocks whose issuers have senior debt rated A or higher. On November 20, 2001, the Funds Trustees approved the following investment policy investment restriction change, effective December 15, 2001. Under normal circumstances the Fund will invest at least 80% of its assets in dividend-paying securities. The Assets are defined as net assets including the liquidation preference amount of the DARTS plus borrowings for investment purposes. The Fund will notify shareholders at least 60 days prior to any change in this 80% investment policy. DIVIDEND

REINVESTMENT PLAN The Fund offers its shareholders a Dividend Reinvestment Plan (the Plan), which offers the opportunity to earn compounded yields. Each holder of common shares may elect to have all distributions of dividends and capital gains reinvested by Mellon Investor Services, as plan agent for the common shareholders (the Plan Agent). Holders of common shares who do not elect to participate in the Plan will receive all distributions in cash, paid by check mailed directly to the shareholder of record (or, if the common shares are held in street or other nominee name, then to the nominee) by the Plan Agent, as dividend disbursing agent. Shareholders may join the Plan by filling out and mailing an authorization card, by notifying the Plan Agent by telephone, or by visiting the Plan Agents Web site at www.melloninvestor.com. Shareholders must indicate an election to reinvest all or a portion of dividend payments. If received in proper form by the Plan Agent before the record date of a dividend, the election will be effective with respect to all dividends paid after such record date. Shareholders whose shares are held in the name of a broker or nominee should contact the broker or nominee to determine whether and how they may participate in the Plan. If the Fund declares a dividend payable either in common shares or in cash, nonparticipants will receive cash and participants in the Plan will receive the equivalent in common shares. If the market price of the common shares on the payment date of the dividend is equal to or exceeds their net asset value as determined on the payment date, participants will be issued common shares (out of authorized but unissued shares) at a value equal to the higher of net asset value or 95% of the market price. If the net asset value exceeds the market price of 19 the common shares at such time, or if the Board of Trustees declares a dividend payable only in cash, the Plan Agent will, as agent for Plan participants, buy shares in the open market, on the New York Stock Exchange or elsewhere, for the participants accounts. Such purchases will be made promptly after the payable date for such dividend and, in any event, prior to the next ex-dividend date after such date, except where necessary to comply with federal securities laws. If, before the Plan Agent has completed its purchases, the market price exceeds the net asset value of the common shares, the average per share purchase price paid by the Plan Agent may exceed the net asset value of the common shares, resulting in the acquisition of fewer shares than if the dividend had been paid in shares issued by the Fund. Each participant will pay a pro rata share of brokerage commissions incurred with respect to the Plan Agents open market purchases in connection with the reinvestment of dividends and distributions. In each case, the cost per share of the shares purchased for each participants account will be the average cost, including brokerage commissions, of any shares purchased on the open market plus the cost of any shares issued by the Fund. There will be no brokerage charges with respect to common shares issued directly by the Fund. There are no other charges to participants for reinvesting dividends or capital gain distributions. Participants in the Plan may withdraw from the Plan at any time by contacting the Plan Agent by telephone, in writing or by visiting the Plan Agents Web site at www.melloninvestor.com. Such withdrawal will be effective immediately if received not less than ten days prior to a dividend record date; otherwise, it will be effective for all subsequent dividend record dates. When a participant withdraws from the Plan or upon termination of the Plan, as provided below, certificates for whole common shares credited to his or her account under the Plan will be issued and a cash payment will be made for any fraction of a share credited to such account. The Plan Agent maintains each shareholders account in the Plan and furnishes monthly written confirmations of all transactions in the accounts, including information needed by the shareholders for personal and tax records. The Plan Agent will hold common shares in the account of each Plan participant in noncertificated form in the name of the participant. Proxy material relating to the shareholders meetings of the Fund will include those shares purchased as well as shares held pursuant to the Plan. The reinvestment of dividends and distributions will not relieve participants of any federal income tax that may be payable or required to be withheld on such dividends or distributions. Participants under the Plan will receive tax information annually. The amount of dividend to be reported on 1099-DIV should be (1) in the case of shares issued by the Fund, the fair market value of such shares on the dividend payment date and (2) in the case of shares purchased by the Plan Agent in the open market, the amount of cash used by the Plan Agent to purchase shares in the open market, including the amount of cash allocated to brokerage commissions paid on such purchases. Experience under the Plan may indicate that changes are desirable. Accordingly, the Fund reserves the right to amend or terminate the Plan as applied to any dividend or distribution paid subsequent to written notice of the change sent to all shareholders of the Fund at least 90 days before the record date for the dividend or distribution. The Plan may be amended or terminated by the Plan Agent after at least 90 days written notice to all shareholders of 20 the Fund. All correspondence or additional information concerning the Plan should be directed to the Plan Agent, Mellon Bank, N.A., c/o Mellon Investor Services, P.O. Box 3338, South Hackensack, NJ 07606-1938 (telephone 1-800-852-0218). SHAREHOLDER COMMUNICATION AND

ASSISTANCE If you have any questions concerning the Fund, we will be pleased to assist you. If you hold shares in your own name and not with a brokerage firm, please address all notices, correspondence, questions or other communications regarding the Fund to the transfer agent at: Mellon Investor Services 85 Challenger Road Overpeck Centre Ridgefield Park, NJ 07660 Telephone 1-800-852-0218 If your shares are held with a brokerage firm, you should contact that firm, bank or other nominee for assistance. SHAREHOLDER MEETINGS In November 2002, the Board of Trustees adopted several amendments to the Funds by-laws, including provisions relating to the calling of a special meeting and requiring advance notice of shareholder proposals or nominees for Trustee. The advance notice provisions in the by-laws require shareholders to notify the Fund in writing of any proposal which they intend to present at an annual meeting of shareholders, including any nominations for Trustee, between 90 and 120 days prior to the first anniversary of the mailing date of the notice from the prior years annual meeting of shareholders. The notification must be in the form prescribed by the by-laws. The advance notice provisions provide the Fund and its Trustees with the opportunity to thoughtfully consider and address the matters proposed before the Fund prepares and mails its proxy statement to shareholders. Other amendments set forth the procedures that must be followed in order for a shareholder to call a special meeting of shareholders. Please contact the Secretary of the Fund for additional information about the advance notice requirements or the other amendments to the by-laws. 21 On March 20, 2003, the Annual Meeting of the Fund was held to elect four Trustees and to ratify the actions of the Trustees in selecting independent auditors for the Fund. Proxies covering 14,343,793 shares of beneficial interest were voted at the meeting. The common shareholders elected the following Trustees to serve until their respective successors are duly elected and qualified, with the votes tabulated as follows: WITHHELD FOR AUTHORITY

----- Maureen Ford Goldfarb 14,176,535 166,517
 Charles L. Ladner 14,122,075 220,977 Dr. John A. Moore 14,117,897 225,155 The preferred shareholders elected Ronald R. Dion to serve until his respective successor is duly elected and qualified, with the votes tabulated as follows: 741 FOR and 0 WITHHELD AUTHORITY. The common and preferred shareholders also ratified the Trustees selection of Deloitte & Touche LLP as the Funds independent auditors for the fiscal year ending October 31, 2004, with the votes tabulated as follows: 14,175,132 FOR, 94,861 AGAINST and 73,800 ABSTAINING. 22

----- TRUSTESS & OFFICERS ----- This chart provides information about the Trustees and Officers who oversee your John Hancock fund. Officers elected by the Trustees manage the day-to-day operations of the Fund and execute policies formulated by the Trustees. INDEPENDENT TRUSTEES NUMBER OF NAME, AGE TRUSTEE JOHN HANCOCK PRINCIPAL OCCUPATION(S) AND OTHER OF FUND FUNDS OVERSEEN DIRECTORSHIPS DURING PAST 5 YEARS SINCE1 BY TRUSTEE

----- James F. Carlin, Born: 1940 1989 30
 ----- Director and Treasurer, Alpha Analytical Inc. (analytical laboratory) (since 1985); Part Owner and Treasurer, Lawrence Carlin Insurance Agency, Inc. (since 1995); Part Owner and Vice President, Mone Lawrence Carlin Insurance Agency, Inc. (since 1996); Director and Treasurer, Rizzo Associates (until 2000); Chairman and CEO, Carlin Consolidated, Inc. (management/investments) (since 1987); Director and Partner, Proctor Carlin & Co., Inc. (until 1999); Trustee, Massachusetts Health and Education Tax Exempt Trust (since 1993); Director of the following: Uno Restaurant Corp. (until 2001), Arbella Mutual (insurance) (until 2000), HealthPlan Services, Inc. (until 1999), Flagship Healthcare, Inc. (until 1999), Carlin Insurance Agency, Inc. (until 1999); Chairman, Massachusetts Board of Higher Education (until 1999). ----- William H. Cunningham, Born: 1944 1995 30 ----- Former Chancellor, University of Texas System and former President of the University of Texas, Austin, Texas; Chairman and CEO, IBT Technologies (until 2001); Director of the following: The University of Texas Investment Management Company (until 2000), Hire.com (since 2000), STC Broadcasting, Inc. and Sunrise Television Corp. (until 2001), Symtx, Inc. (since 2001), Adorno/ Rogers Technology, Inc. (since 2001), Pinnacle Foods Corporation (since 2001), rateGenius (since 2001), LaQuinta Motor Inns, Inc. (hotel management company) (until 1998), Jefferson-Pilot Corporation (diversified life insurance company) (since 1985), New Century Equity Holdings (formerly Billing Concepts) (until 2001), eCertain (until 2001), ClassMap.com (until 2001), Agile Ventures (until 2001), LBJ Foundation (until 2000), Golfsmith International, Inc. (until 2000), Metamor Worldwide (until 2000), AskRed.com (until 2001), Southwest Airlines (since 2000) and Introgen (since 2000); Advisory Director, Q Investments (since 2000); Advisory Director, Chase Bank (formerly Texas Commerce Bank Austin) (since 1988), LIN Television (since 2002) and WilTel

Communications (since 2002). ----- Ronald R. Dion, Born: 1946 1998 30 ----- Chairman and Chief Executive Officer, R.M. Bradley & Co., Inc.; Director, The New England Council and Massachusetts Roundtable; Trustee, North Shore Medical Center; Director, BJs Wholesale Club, Inc. and a corporator of the Eastern Bank; Trustee, Emmanuel College. 23 NUMBER OF NAME, AGE TRUSTEE JOHN HANCOCK PRINCIPAL OCCUPATION(S) AND OTHER OF FUND FUNDS OVERSEEN DIRECTORSHIPS DURING PAST 5 YEARS SINCE1 BY TRUSTEE ----- Charles L. Ladner,2 Born: 1938 1992 30 ----- Chairman and Trustee, Dunwoody Village, Inc. (retirement services); Senior Vice President and Chief Financial Officer, UGI Corporation (Public Utility Holding Company) (retired 1998); Vice President and Director for AmeriGas, Inc. (retired 1998); Director of AmeriGas Partners, L.P. (until 1997) (gas distribution); Director, EnergyNorth, Inc. (until 1995); Director, Parks and History Association (since 2001). ----- John A. Moore,2 Born: 1939 2002 29 ----- President and Chief Executive Officer, Institute for Evaluating Health Risks (nonprofit institution) (until 2001); Chief Scientist, Sciences International (health research) (since 1998); Principal, Hollyhouse (consulting) (since 2000); Director, CIIT (nonprofit research) (since 2002). ----- Patti McGill Peterson,2 Born: 1943 2002 29 ----- Executive Director, Council for International Exchange of Scholars (since 1998); Vice President, Institute of International Education (since 1998); Senior Fellow, Cornell Institute of Public Affairs, Cornell University (until 1997); President Emerita of Wells College and St. Lawrence University; Director, Niagara Mohawk Power Corporation (electric utility). ----- Steven Pruchansky, Born: 1944 1992 30 ----- Chairman and Chief Executive Officer, Greenscapes of Southwest Florida, Inc. (since 2000); Director and President, Greenscapes of Southwest Florida, Inc. (until 2000); Managing Director, JonJames, LLC (real estate) (since 2001); Director, First Signature Bank & Trust Company (until 1991); Director, Mast Realty Trust (until 1994); President, Maxwell Building Corp. (until 1991). ----- Norman H. Smith, Born: 1933 1992 30 ----- Lieutenant General, United States Marine Corps; Deputy Chief of Staff for Manpower and Reserve Affairs, Headquarters Marine Corps; Commanding General III Marine Expeditionary Force/3rd Marine Division (retired 1991). ----- John P. Toolan,2 Born: 1930 1992 30 ----- Director, The Smith Barney Muni Bond Funds, The Smith Barney Tax-Free Money Funds, Inc., Vantage Money Market Funds (mutual funds), The Inefficient-Market Fund, Inc. (closed-end investment company); Chairman, Smith Barney Trust Company of Florida (retired 1991); Director, Smith Barney, Inc., Mutual Management Company and Smith Barney Advisers, Inc. (investment advisers) (retired 1991); Senior Executive Vice President, Director and member of the Executive Committee, Smith Barney, Harris Upham & Co., Incorporated (investment bankers) (until 1991). 24 INTERESTED TRUSTEES 3 NAME, AGE NUMBER OF POSITION(S) HELD WITH FUND TRUSTEE JOHN HANCOCK PRINCIPAL OCCUPATION(S) AND OTHER OF FUND FUNDS OVERSEEN DIRECTORSHIPS DURING PAST 5 YEARS SINCE1 BY TRUSTEE ----- John M. DeCiccio, Born: 1948 2001 51 ----- Trustee Executive Vice President and Chief Investment Officer, John Hancock Financial Services, Inc.; Director, Executive Vice President and Chief Investment Officer, John Hancock Life Insurance Company; Chairman of the Committee of Finance of John Hancock Life Insurance Company; Director, John Hancock Subsidiaries, LLC (Subsidiaries, LLC), Hancock Natural Resource Group, Independence Investment LLC, Declaration Management Research LLC, John Hancock Advisers, LLC (the Adviser), The Berkeley Financial Group, LLC (The Berkeley Group), John Hancock Funds, LLC (John Hancock Funds) and Massachusetts Business Development Corporation; Director, John Hancock Insurance Agency, Inc. (Insurance Agency, Inc.) (until 1999). NAME, AGE NUMBER OF POSITION(S) HELD WITH FUND TRUSTEE JOHN HANCOCK PRINCIPAL OCCUPATION(S) AND OTHER OF FUND FUNDS OVERSEEN DIRECTORSHIPS DURING PAST 5 YEARS SINCE1 BY TRUSTEE ----- Maureen Ford Goldfarb, Born: 1955

2000 51 ----- Trustee, Chairman, President and Chief Executive Officer Executive Vice President, John Hancock Financial Services, Inc., John Hancock Life Insurance Company; Chairman, Director, President and Chief Executive Officer, the Adviser and The Berkeley Group; Chairman, Director, President and Chief Executive Officer, John Hancock Funds; Chairman, Director, President and Chief Executive Officer, Sovereign Asset Management Corporation (SAMCorp.); Director, Independence Investment LLC, Subsidiaries, LLC and Signature Services; Investment Company Institute Board of Governors (since 2002); Senior Vice President, MassMutual Insurance Co. (until 1999). PRINCIPAL OFFICERS WHO ARE NOT TRUSTEES NAME, AGE NUMBER OF POSITION(S) HELD WITH FUND TRUSTEE JOHN HANCOCK PRINCIPAL OCCUPATION(S) AND OTHER OF FUND FUNDS OVERSEEN DIRECTORSHIPS DURING PAST 5 YEARS SINCE1 BY TRUSTEE

----- Richard A. Brown, Born: 1949 2000
----- Senior Vice President and Chief Financial Officer Senior Vice President, Chief Financial Officer and Treasurer, the Adviser, John Hancock Funds and The Berkeley Group; Second Vice President and Senior Associate Controller, Corporate Tax Department, John Hancock Financial Services, Inc. (until 2001).

----- Thomas H. Connors, Born: 1959 1992
----- Vice President and Compliance Officer Vice President and Compliance Officer, the Adviser and each of the John Hancock funds; Vice President, John Hancock Funds. 25 NAME, AGE NUMBER OF POSITION(S) HELD WITH FUND TRUSTEE JOHN HANCOCK PRINCIPAL OCCUPATION(S) AND OTHER OF FUND FUNDS OVERSEEN DIRECTORSHIPS DURING PAST 5 YEARS SINCE1 BY TRUSTEE -----

William H. King, Born: 1952 1992 -----
Vice President and Treasurer Vice President and Assistant Treasurer, the Adviser; Vice President and Treasurer of each of the John Hancock funds; Assistant Treasurer of each of the John Hancock funds (until 2001).

----- Susan S. Newton, Born: 1950 1992
----- Senior Vice President, Secretary and Chief Legal Officer Senior Vice President, Secretary and Chief Legal Officer, SAMCorp., the Adviser and each of the John Hancock funds, John Hancock Funds and The Berkeley Group; Vice President, Signature Services (until 2000); Director, Senior Vice President and Secretary, NM Capital. The business address for all Trustees and Officers is 101 Huntington Avenue, Boston, Massachusetts 02199. The Statement of Additional Information of the Fund includes additional information about members of the Board of Trustees of the Fund and is available, without charge, upon request, by calling 1-800-225-5291. 1 Each Trustee serves until resignation, retirement age or until his or her successor is elected. 2 Member of Audit Committee. 3 Interested Trustees hold positions with the Funds investment adviser, underwriter and certain other affiliates. 26 27 28 ----- FOR YOUR INFORMATION -----

INVESTMENT ADVISER John Hancock Advisers, LLC 101 Huntington Avenue Boston, Massachusetts 02199-7603
CUSTODIAN The Bank of New York One Wall Street New York, New York 10286 TRANSFER AGENT FOR COMMON SHAREHOLDERS Mellon Investor Services 85 Challenger Road Overpeck Centre Ridgefield Park, New Jersey 07660 TRANSFER AGENT FOR DARTS Deutsche Bank Trust Company Americas 280 Park Avenue New York, New York 10017 LEGAL COUNSEL Hale and Dorr LLP 60 State Street Boston, Massachusetts 02109-1803
INDEPENDENT AUDITORS Deloitte & Touche LLP 200 Berkeley Street Boston, Massachusetts 02116-5022
STOCK SYMBOL Listed New York Stock Exchange: PDT For shareholder assistance refer to page 21

----- HOW TO CONTACT US ----- On the Internet
www.jhfunds.com By regular mail Mellon Investor Services 85 Challenger Road Overpeck Centre Ridgefield Park, NJ 07660 Customer service representatives 1-800-852-0218 Portfolio commentary 1-800-344-7054 24-hour automated information 1-800-843-0090 TDD Line 1-800-231-5469 The Funds voting policies and procedures are available without charge, upon request: By phone 1-800-225-5291 On the Funds Web site www.jhfunds.com/proxy On the SECs Web site www.sec.gov ----- 29

----- PRESORTED STANDARD U. S. Postage PAID MIS ----- [LOGO] JOHN HANCOCK FUNDS
1-800-852-0218 1-800-843-0090 EASI-Line 1-800-231-5469 (TDD) www.jhfunds.com P200A 10/03 12/03 ITEM 2.
CODE OF ETHICS. As of the end of the period, October 31, 2003, the registrant has adopted a code of ethics, as defined in Item 2 of Form N-CSR, that applies to its Chief Executive Officer, Chief Financial Officer and Treasurer

(respectively, the principal executive officer, the principal financial officer and the principal accounting officer, the "Senior Financial Officers"). A copy of the code of ethics is filed as an exhibit to this Form N-CSR. ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT. Charles L. Ladner is the audit committee financial expert and is "independent", pursuant to general instructions on Form N-CSR Item 3. ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES. Not applicable at this time. ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS. Not applicable at this time. ITEM 6. [RESERVED] ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES. See attached Exhibit "Proxy Voting Policies and Procedures". ITEM 8. [RESERVED] ITEM 9. CONTROLS AND PROCEDURES. (a) Based upon their evaluation of the registrant's disclosure controls and procedures as conducted within 90 days of the filing date of this Form N-CSR, the registrant's principal executive officer and principal financial officer have concluded that those disclosure controls and procedures provide reasonable assurance that the material information required to be disclosed by the registrant on this report is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. (b) There were no changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal half-year (the registrant's second fiscal half-year in the case of an annual report) that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting. ITEM 10. EXHIBITS. (a)(1) Code of Ethics for Senior Financial Officers is attached. (a)(2) Separate certifications for the registrant's principal executive officer and principal financial officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002 and Rule 30a-2(a) under the Investment Company Act of 1940, are attached. (b)(1) Separate certifications for the registrant's principal executive officer and principal financial officer, as required by 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and Rule 30a-2(b) under the Investment Company Act of 1940, are attached. The certifications furnished pursuant to this paragraph are not deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section. Such certifications are not deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Registrant specifically incorporates them by reference. (c)(1) Proxy Voting Policies and Procedures are attached. (d)(1) Contact person at the registrant SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. By: ----- Maureen Ford Goldfarb Chairman, President and Chief Executive Officer Date: December 18, 2003 Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated. By: ----- Maureen Ford Goldfarb Chairman, President and Chief Executive Officer Date: December 18, 2003 By: ----- Richard A. Brown Senior Vice President and Chief Financial Officer Date: December 18, 2003