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COOPER BARRY C Form 4 February 05, 2003

FORM 4

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

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

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Filed By

Romeo and Dye's

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OMB APPROVAL

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

1. Name and Address of Reporting Person*					me and Tic e Group, I		Р	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)				orting	ntification (g Person, (voluntary)	Numbe	Μ	Statement for Ionth/Day/Year 5/03	_ Director 10% Owner <u>X</u> Officer (give title below) Other (specify below) <u>Chief Financial</u> Officer			
							D	If Amendment, ate of Original Aonth/Day/Year)	(() <u>X</u> P	 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 		
(City) (State)	(Zip)	ſ	fable	e I Non-I	Derivat	ive Se	curities Acquired, D	ispose	ed of, or Benef	ficially Owned	
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans action C (Instr. 8 Code	Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	es Acqu posed o	uired	5. Amount of Securities Beneficially		6. Owner- ship Form:	7. Nature of Indirect Beneficial	
common stock									0			

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).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned														
(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature			
Derivative	sion or	action	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect			
Security	Exercise	Date	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Beneficial			
	Price of		Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership			
(Instr. 3)	Derivative	(Month/	if any		Acquired	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)			
	Security	Day/	(Month/	(Instr.	(A) or				Following	ative				
		Year)	Day/	8)	Disposed				Reported	Security:				

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		Year)			of (D) (Instr. 3 & 5)	3, 4						· · · ·	Direct (D) or Indirect		
				Code	v	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares			(I) (Instr. 4)	
Employee Stock Options (right to buy)	\$23.27	02/05/03		Α		10,000		(1)		common stock	10,000	0	10,000	D	

Explanation of Responses:

(1) The options vest in four equal annual installments beginning on February 6, 2004.

By: /s/ <u>Barry C. Cooper</u> Barry C. Cooper **Signature of Reporting Person

<u>2/5/03</u> 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 is insufficient, See Instruction 6 for procedure.

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