4 1 <SROS>NASDAQ <REPORTING-OWNER> 0001191329 Director </REPORTING-OWNER> <SUBJECT-COMPANY> QUALCOMM Incorporated 0000804328 <IRS-NUMBER>95-3685934 </SUBJECT-COMPANY> <PERIOD>11/11/02 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 4 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. 1. Name and Address of Reporting Person(s) Sulpizio, Richard 5775 Morehouse Dr. San Diego, CA 92121-1714 2. Issuer Name and Ticker or Trading Symbol QUALCOMM Incorporated (QCOM) 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 4. Statement for Month/Day/Year 11/11/2002 5. If Amendment, Date of Original (Month/Day/Year) 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [X] Director [] 10% Owner [] Officer (give title below) [] Other (specify below) 7. Individual or Joint/Group Filing (Check Applicable Line) [X] Form filed by One Reporting Person [] Form filed by More than One Reporting Person <TABLE> <CAPTION> Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned _ _____ _____ _____ _____ 1) Title of Security 2)Trans-3.Trans- 4.Securities Acquired(A) 5)Amount of 6) 7)Nature of action or Disposed of (D) action Securities Indirect Date Code А Beneficially D Beneficial (Month/ Owned at or Ownership Day/Year) Code V Amount D Price End of Month - -----_____ <S> <C> <C> <C> <C><C> <C> <C>Common Stock 11/11/02 S 19,355 D \$33.1700 Direct Common Stock 11/11/02 М 8,065 A \$6.4200 Direct 8,065 D \$33.1800 Common Stock 11/11/02 S Direct A \$6.4200 11/11/02 М 25,806 Common Stock Direct 11/11/02 25,806 D \$33.2000 Common Stock S Direct Common Stock 11/11/02 М 32,258 A \$6.4200 Direct 32,258 Common Stock 11/11/02 S D \$33.2500 Direct 8,064 A \$6.4200 Common Stock 11/11/02 M Direct D \$33.2800 11/11/02 8,064 Common Stock S Direct 11,290 Common Stock 11/11/02 М A \$6.4200 Direct D \$33.3000 Common Stock 11/11/02 S 11,290 Direct 11/11/02 9,677 A \$6.4200 Common Stock М

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by Trust 2 (1) I1/11/02 M 355 A \$3.3800 I by Trust 2 (1) Common Stock 11/11/02 M 780 A \$3.3800 I Common Stock 11/11/02 M 780 A \$3.3800 I Common Stock 11/11/02 M 852 A \$3.3800 I by Trust 2 (1) I1/11/02 M 355 A \$3.3800 I Common Stock 11/11/02 M 355 A \$3.3800 I by Trust 2 (1) I1/11/02 M 1,135 A \$3.3800 I Common Stock 11/11/02 M 1,419 A \$3.3800 I by Trust 2 (1) I1/11/02 M 1,419 A \$3.3800 I Common Stock 11/11/02 M 355 A \$3.3800 I by Trust 2 (1) I1/11/02 M 355 A \$3.3800 I Common Stock 11/11/02 M 355 A \$3.3800 I b	by Tru	st 2 (1)							
by Trust 2 (1) 11/11/02 M 780 A \$3.3800 I by Trust 2 (1) 11/11/02 M 852 A \$3.3800 I Common Stock 11/11/02 M 852 A \$3.3800 I by Trust 2 (1) 11/11/02 M 355 A \$3.3800 I Common Stock 11/11/02 M 1,135 A \$3.3800 I by Trust 2 (1) 11/11/02 M 1,419 A \$3.3800 I Common Stock 11/11/02 M 1,419 A \$3.3800 I by Trust 2 (1) 11/11/02 M 355 A \$3.3800 I Common Stock 11/11/02 M 355 A \$3.3800 I by Trust 2 (1) 11/11/02 M 355 A \$3.3800 I Common Stock 11/11/02 M 355 A \$3.3800 I by Trust 2 (1) 11/11/02 M 497 A \$3.3800 I by Trust 2 (1) 11/11/02 M 497 A \$3.3800 I	by Tru	st 2 (1)							
by Trust 2 (1) 11/11/02 M 852 A \$3.3800 I by Trust 2 (1) 11/11/02 M 355 A \$3.3800 I by Trust 2 (1) 11/11/02 M 355 A \$3.3800 I common Stock 11/11/02 M 1,135 A \$3.3800 I by Trust 2 (1) 11/11/02 M 1,419 A \$3.3800 I common Stock 11/11/02 M 355 A \$3.3800 I by Trust 2 (1) 11/11/02 M 355 A \$3.3800 I common Stock 11/11/02 M 355 A \$3.3800 I by Trust 2 (1) 11/11/02 M 497 A \$3.3800 I by Trust 2 (1) 11/11/02 M 497 A \$3.3800 I	by Tru	st 2 (1)							
by Trust 2 (1) 11/11/02 M 355 A \$3.3800 I by Trust 2 (1) 11/11/02 M 1,135 A \$3.3800 I common Stock 11/11/02 M 1,135 A \$3.3800 I by Trust 2 (1) 11/11/02 M 1,419 A \$3.3800 I common Stock 11/11/02 M 355 A \$3.3800 I by Trust 2 (1) 11/11/02 M 355 A \$3.3800 I common Stock 11/11/02 M 497 A \$3.3800 I by Trust 2 (1) 11/11/02 M 497 A \$3.3800 I	by Tru	st 2 (1)							
by Trust 2 (1) 11/11/02 M 1,135 A \$3.3800 I by Trust 2 (1) 11/11/02 M 1,419 A \$3.3800 I Common Stock 11/11/02 M 1,419 A \$3.3800 I by Trust 2 (1) 11/11/02 M 355 A \$3.3800 I Common Stock 11/11/02 M 355 A \$3.3800 I by Trust 2 (1) 11/11/02 M 497 A \$3.3800 I by Trust 2 (1) 11/11/02 M 497 A \$3.3800 I	by Tru	st 2 (1)							
by Trust 2 (1) Common Stock 11/11/02 M 1,419 A \$3.3800 I by Trust 2 (1) Common Stock 11/11/02 M 355 A \$3.3800 I by Trust 2 (1) Common Stock 11/11/02 M 497 A \$3.3800 I by Trust 2 (1)	by Tru	st 2 (1)							
by Trust 2 (1) Common Stock 11/11/02 M 355 A \$3.3800 I by Trust 2 (1) Common Stock 11/11/02 M 497 A \$3.3800 I by Trust 2 (1)	by Tru	st 2 (1)							
by Trust 2 (1) Common Stock 11/11/02 M 497 A \$3.3800 I by Trust 2 (1)	by Tru	st 2 (1)							
by Trust 2 (1)	by Tru	st 2 (1)							
Common Stock 11/11/02 M 426 A \$3.3800 I	by Tru	st 2 (1)		М					
	Common	Stock	11/11/02	М	426	A	\$3.3800		Ι

by Trust 2 (1)						
Common Stock	11/11/02	М	1,164	A	\$3.3800	I
by Trust 2 (1) Common Stock	11/11/02	М	354	A	\$3.3800	I
by Trust 2 (1) Common Stock	11/11/02	М	355	A	\$3.3800	I
by Trust 2 (1) Common Stock	11/11/02	М	1,206	A	\$3.3800	I
by Trust 2 (1) Common Stock	11/11/02	М	852		\$3.3800	I
by Trust 2 (1)	11/11/02					
Common Stock by Trust 2 (1)		М	284		\$3.3800	I
Common Stock by Trust 2 (1)	11/11/02	М	284		\$3.3800	I
Common Stock by Trust 2 (1)	11/11/02	М	639	A	\$3.3800	Ι
Common Stock by Trust 2 (1)	11/11/02	М	1,320	A	\$3.3800	Ι
Common Stock by Trust 2 (1)	11/11/02	М	639	A	\$3.3800	I
Common Stock by Trust 2 (1)	11/11/02	М	1,065	A	\$3.3800	I
Common Stock	11/11/02	М	1,065	A	\$3.3800	I
by Trust 2 (1) Common Stock	11/11/02	S	710	D	\$32.9600	I
by Trust 2 (1) Common Stock	11/11/02	S	1,065	D	\$33.0000	I
by Trust 2 (1) Common Stock	11/11/02	S	1,206	D	\$33.0500	I
by Trust 2 (1) Common Stock	11/11/02	S	710	D	\$33.0700	I
by Trust 2 (1) Common Stock	11/11/02	S	1,489	D	\$33.1000	I
by Trust 2 (1) Common Stock	11/11/02	S	355	D	\$33.1300	I
by Trust 2 (1) Common Stock	11/11/02	S	780	D	\$33.1500	I
by Trust 2 (1) Common Stock	11/11/02	S	852		\$33.1700	I
by Trust 2 (1) Common Stock	11/11/02	s	355		\$33.1800	I
by Trust 2 (1)						
Common Stock by Trust 2 (1)	11/11/02	S	1,135		\$33.2000	I
Common Stock by Trust 2 (1)	11/11/02	S	1,419		\$33.2500	I
Common Stock by Trust 2 (1)	11/11/02	S	355		\$33.2800	I
Common Stock Direct	11/11/02	М	32,258	A	\$6.4200	D
Common Stock Direct	11/11/02	S	32,258	D	\$32.9500	D
Common Stock Direct	11/11/02	М	16,129	A	\$6.4200	D
Common Stock Direct	11/11/02	S	16,129	D	\$32.9600	D
Common Stock Direct	11/11/02	М	24,194	A	\$6.4200	D
Common Stock Direct	11/11/02	S	24,194	D	\$33.0000	D
Common Stock Direct	11/11/02	М	27,419	A	\$6.4200	D
Common Stock	11/11/02	S	27,419	D	\$33.0500	D
Direct Common Stock	11/11/02	М	16,129	A	\$6.4200	D
Direct Common Stock	11/11/02	S	16,129	D	\$33.0700	D
Direct Common Stock	11/11/02	М	33,872	A	\$6.4200	D
Direct Common Stock	11/11/02	S	33,872	D	\$33.1000	D
Direct Common Stock	11/11/02	М	8,065	A	\$6.4200	D
Direct Common Stock	11/11/02	S	8,065		\$33.1300	D
Direct Common Stock	11/11/02	M	17,742		\$6.4200	D
Common Stock	11/11/02	S	17,742		\$33.1500	D
Direct Common Stock	11/11/02	M	19,355		\$6.4200	D
Direct						
Common Stock by Trust 2 (1)	11/11/02	S	497	D	\$33.3000	I

Common Stock		11/11/02	S	426	D	\$33.3300	I
y Trust 2 (1) Common Stock		11/11/02	S	1,164	D	\$33.3500	I
oy Trust 2 (1) Common Stock		11/11/02	S	354	D	\$33.3600	I
by Trust 2 (1) Common Stock		11/11/02	S	355	D	\$33.3700	I
oy Trust 2 (1) Common Stock		11/11/02	S	1,206	D	\$33.4000	I
y Trust 2 (1) Common Stock		11/11/02	S	852	D	\$33.4300	I
ow Trust 2 (1) Common Stock		11/11/02	S	284		\$33.4400	I
y Trust 2 (1)							
Common Stock by Trust 2 (1)		11/11/02	S	284		\$33.5000	I
ommon Stock y Trust 2 (1)		11/11/02	S	639	D	\$33.6000	I
ommon Stock y Trust 2 (1)		11/11/02	S	1,320	D	\$33.6400	I
ommon Stock y Trust 2 (1)		11/11/02	S	639	D	\$33.7000	I
ommon Stock		11/11/02	S	1,065	D	\$33.9000	I
y Trust 2 (1) ommon Stock		11/11/02	S	1,065	D	\$34.0000	0 I
y Trust 2 (1) CAPTION>							
able II (PART 1) Derivative							
xercisable and	2)Conversion					Derivative	6)Date
ecurity ate	or Exercise	action		action S	Securities	Acquired (A)	Expiratic
	Price of Derivative	Date		Code c	or Disposed	of (D)	
xercisable Expiration	Security			Code V A	7	D	
S> C>	<c></c>	<c></c>		<c> <</c>	<c></c>	<c></c>	<c></c>
on-Qualified Stock Option	\$3.3800	11/11/02		М		1,419	(3)
1/26/05 right to buy)							
	\$3.3800	11/11/02		М		710	(3)
1/26/05 right to buy)							
1/26/05 right to buy) on-Qualified Stock Option 1/26/05	\$3.3800 \$3.3800	11/11/02		M		710 1,065	(3)
1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option							
1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy)	\$3.3800 \$3.3800	11/11/02		М		1,065 1,206	(3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option</pre>	\$3.3800	11/11/02		М		1,065	(3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy)</pre>	\$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02		м м м		1,065 1,206 710	(3) (3) (3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05</pre>	\$3.3800 \$3.3800	11/11/02 11/11/02		M		1,065 1,206	(3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option</pre>	\$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02		м м м		1,065 1,206 710	(3) (3) (3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy)</pre>	\$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02 11/11/02 11/11/02		м м м		1,065 1,206 710 1,489 355	 (3) (3) (3) (3) (3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option</pre>	\$3.3800 \$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02 11/11/02		м м м		1,065 1,206 710 1,489	 (3) (3) (3) (3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy)</pre>	\$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02		м м м м		1,065 1,206 710 1,489 355 780	 (3) (3) (3) (3) (3) (3) (3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05</pre>	\$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02 11/11/02 11/11/02		м м м м		1,065 1,206 710 1,489 355	 (3) (3) (3) (3) (3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option</pre>	\$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02		м м м м		1,065 1,206 710 1,489 355 780	 (3) (3) (3) (3) (3) (3) (3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05</pre>	\$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02		м м м м м		1,065 1,206 710 1,489 355 780 852	 (3) (3) (3) (3) (3) (3) (3) (3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option</pre>	\$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02		м м м м м		1,065 1,206 710 1,489 355 780 852	 (3) (3) (3) (3) (3) (3) (3) (3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option</pre>	\$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02		M M M M M M		1,065 1,206 710 1,489 355 780 852 355 1,135	 (3)
1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05	\$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02		м м м м м		1,065 1,206 710 1,489 355 780 852 355	 (3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option</pre>	\$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02		M M M M M M		1,065 1,206 710 1,489 355 780 852 355 1,135	 (3)
<pre>1/26/05 right to buy) on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05</pre>	\$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02		м м м м м м		1,065 1,206 710 1,489 355 780 852 355 1,135 1,419	 (3)
on-Qualified Stock Option 1/26/05 right to buy) on-Qualified Stock Option 1/26/05	\$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800 \$3.3800	11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02		м м м м м м		1,065 1,206 710 1,489 355 780 852 355 1,135 1,419	 (3)

Number of the four outline 45,2803 11/11/02 H 42b (9) C/2675 Light to bay) 11/11/02 n 1.164 (3) Direct to bay S3,3803 11/11/02 n 355 (3) Direct to bay S3,2803 11/11/02 n 254 (3) Direct to bay S3,2803 11/11/02 n 254 (3) Direct to bay S3,2803 11/11/02 n 254 (3) Direct to bay S3,2803 11/11/02 n 1,222 (3) Direct to bay S3,2803 11/11/02 n 1,222 (3) Direct to bay S3,2803 11/11/02 n 1,025 (3) Direct to bay S3,2803 11						
non-constrained scoke profile 33.820 1/2/1/02 n 1,164 (3) Number Constrained Scoke Option 33.320 11/21/02 N 334 (3) Number Constrained Scoke Option 33.320 11/21/02 N 335 (3) Number Constrained Scoke Option 33.320 11/21/02 N 355 (3) Number Constrained Scoke Option 33.320 11/21/02 N 264 (3) Number Constrained Scoke Option 33.320 11/21/02 N 264 (3) Number Constrained Scoke Option 33.320 11/21/02 N 264 (3) Number Constrained Scoke Option 33.320 11/21/02 N 632 (3) Number Constrained Scoke Option 33.320 11/21/02 N 639 (3) Number Constrained Scoke Option 33.320 11/21/02 N 1,025 (3) Number Construct 33.320 11/21/02 N 1,025 (3) Num Construct 33.320 11/21/02 </td <td></td> <td>\$3.3800</td> <td>11/11/02</td> <td>М</td> <td>426</td> <td>(3)</td>		\$3.3800	11/11/02	М	426	(3)
Demoment First a Stock Option 83.3800 1/1/1/02 N 554 (3) Light A Company Light A Stock Option St.3800 11/11/02 N 505 (3) Light A L	Non-Qualified Stock Option 01/26/05	\$3.3800	11/11/02	М	1,164	(3)
Shen-GoalLittled Stock Option \$3.3800 11/13/02 M \$35 (3) U1/26/03 Interfer to kuy Sa.3800 11/11/02 M \$52 (3) U1/26/03 Interfer to kuy Sa.3800 11/11/02 M \$52 (3) U1/26/03 Interfer Sa.3800 11/11/02 M \$24 (3) U1/26/03 Interfer Sa.3800 11/11/02 M \$24 (3) U1/26/03 Interfer Sa.3800 11/11/02 M \$24 (3) U1/26/03 Interfer Sa.3800 11/11/02 M \$33 (3) U1/26/03 Interfer Sa.3800 11/11/02 M \$4,33 (3) U1/26/03 Interfer Sa.3800 11/11/02 M \$4,93 (3) U1/26/03 Interfer Sa.3800 11/11/02 M \$4,93 (3) U1/26/03 Interfer Sa.3800 11/11/02 M \$4,94 (3)	Non-Qualified Stock Option	\$3.3800	11/11/02	М	354	(3)
Bonc Qualities Stock Option \$3.580 11/11/02 M 1.226 (3) 11/24/05 Calpha La Bug \$3.580 11/11/02 M 052 (3) 11/24/05 Calpha Stock Option \$3.580 11/11/02 M 052 (3) 01/24/05 Calpha Stock Option \$3.3800 11/11/02 M 284 (3) 01/24/05 Calpha Stock Option \$3.3800 11/11/02 M 284 (3) 01/24/05 Calpha Stock Option \$3.3800 11/11/02 M 1.320 (3) 01/24/05 Calpha Stock Option \$3.3800 11/11/02 M 1.320 (3) 01/24/05 Calpha Stock Option \$3.3800 11/11/02 M 1.065 (3) 01/24/05 Calpha Stock Option \$3.3800 11/11/02 M 1.065 (3) 01/24/05 Calpha Stock Option \$3.3800 11/11/02 M 1.065 (3) 01/24/05 Calpha Stock Option \$3.3800 11/11/02 </td <td>Non-Qualified Stock Option 01/26/05</td> <td>\$3.3800</td> <td>11/11/02</td> <td>М</td> <td>355</td> <td>(3)</td>	Non-Qualified Stock Option 01/26/05	\$3.3800	11/11/02	М	355	(3)
Son-Qualified Stock Option 43.3800 LL/L/02 N 852 (3) C/2670 Cright to buy) N 254 (3) G/2670 Silason LL/L/02 N 254 (3) Gright to buy) Silason LL/L/02 N 254 (3) Gright to buy) Silason LL/L/02 N 639 (3) Gright to buy) Silason LL/L/102 N 639 (3) Gright to buy) Silason LL/L/L/2 N L/SCC (3) Gright to buy Silason LL/L/L/2	Non-Qualified Stock Option	\$3.3800	11/11/02	М	1,206	(3)
cright to bay S3.3800 1/1/1/02 M 284 (3) cright to bay S3.3800 11/11/02 M 284 (3) cright to bay S3.3800 11/11/02 M 639 (3) cright to bay S3.3800 11/11/02 M 1,320 (3) cright to bay Social field Stock Option S3.3800 11/11/02 M 1,085 (3) cright to bay Social field Stock Option S3.3800 11/11/02 M 1,085 (3) cright to bay Social field Stock Option S3.3800 11/11/02 M 1,085 (3) cright to bay Social field Stock Option S4.4200 11/11/02 M 1,085 (2) cright to bay Social field Stock Option S6.4200 11/11/02 M 16,129 (2)	Non-Qualified Stock Option	\$3.3800	11/11/02	М	852	(3)
Sen-Gualified Stock Option \$3.3800 11/11/02 M 284 (3) I/12/00 I/14/10 UN Same-Gualified Stock Option \$3.3800 11/11/02 M 639 (3) Ifight to buy) Same-Gualified Stock Option \$3.3800 11/11/02 M 639 (3) O/26/05 Same-Gualified Stock Option \$3.3800 11/11/02 M 639 (3) O/26/05 Same-Gualified Stock Option \$3.3800 11/11/02 M 1,065 (3) O/26/05 Same-Gualified Stock Option \$6.4200 11/11/02 M 1,065 (3) O/26/05 Same-Gualified Stock Option \$6.4200 11/11/02 M 1,065 (2) O/27/07 Same-Gualified Stock Option \$6.4200 11/11/02 M 24,194 (2) O/27/07 Same-Gualified Stock Option \$6.4200 11/11/02 M 24,194 (2) O/27/07 Same-Gualified Stock Option \$6.4200 11/11/02 M 16,129 (2)	Non-Qualified Stock Option	\$3.3800	11/11/02	М	284	(3)
Non-Qualified Stock Option \$3.3800 11/11/02 M 639 (3) (1/26/05) (right to buy) (3) (3) (1/26/05) (3) (3) (right to buy) (3) (3) (1/11/02) M (3) (3) (right to buy) (3) (3) (1/11/02) M (3) (3) (right to buy) (3) (3) (1/11/02) M (1/05) (3) (right to buy) (1/11/02) M (1/05) (3) (3) Non-Qualified Stock Option \$6.4200 11/11/02 M (4,194) (2) (right to buy) (1/11/02) M (3,167) (2) (3) (right to buy) (1/11/02) M (4,194) (2)	Non-Qualified Stock Option	\$3.3800	11/11/02	М	284	(3)
Non-Qualified Stock Option \$3.3800 11/11/02 M 1,320 (3) (1/26/05 (1/26/05 (3) (3) (3) (3) (3) (3) (1/26/05 (1/26/05 (3) (3) (3) (3) (3) (1/26/05 (1/10/02 M 1,065 (3) (1/26/05 (1/11/02 M 1,065 (2) (1/26/05 (1/11/02 M 16,129 (2) (2) (0/126/05 (1/11/02 M 24,194 (2) (2) (1/26/05 (1/11/02 M 27,419 (2) (2) (1/26/07 (1/11/02 M 33,872 (2) (2) (1/26/07 (1/21/02 M 33,872 (2) (2) (1/26/07	Non-Qualified Stock Option	\$3.3800	11/11/02	М	639	(3)
Non-Dealified Stock Option \$3.3800 11/11/02 M 639 (3) 01/26/05 (right to buy) Non-Dealified Stock Option \$3.3800 11/11/02 M 1,065 (3) 01/26/05 (right to buy) Non-Dealified Stock Option \$3.3800 11/11/02 M 1,065 (3) 01/26/05 (right to buy) Non-Dealified Stock Option \$6.4200 11/11/02 M 32.258 (2) 03/18/07 (right to buy) Non-Dealified Stock Option \$6.4200 11/11/02 M 16,129 (2) 03/18/07 (right to buy) Non-Dealified Stock Option \$6.4200 11/11/02 M 24,194 (2) 03/18/07 (right to buy) Non-Dealified Stock Option \$6.4200 11/11/02 M 33,872 (2) 03/18/07 (right to buy) Non-Dealified Stock Option \$6.4200 11/11/02 M 33,872 (2) 03/18/07 (right to buy) Non-Dealified Stock Option \$6.4200 11/11/02 M 16,129 (2	Non-Qualified Stock Option	\$3.3800	11/11/02	М	1,320	(3)
Non-Qualified Stock Option \$3.3800 11/11/02 N 1,065 (3) O1/26/05 (right to buy) Non-Qualified Stock Option \$3.3800 11/11/02 N 1,065 (3) Ol/26/05 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 N 32,258 (2) Non-Qualified Stock Option \$6.4200 11/11/02 N 16,129 (2) (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 N 24,194 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 N 24,194 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 N 16,129 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 N 16,129 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 N 8,065 (2) 09/18/07 (right to buy) <td>Non-Qualified Stock Option</td> <td>\$3.3800</td> <td>11/11/02</td> <td>М</td> <td>639</td> <td>(3)</td>	Non-Qualified Stock Option	\$3.3800	11/11/02	М	639	(3)
Non-Qualified Stock Option \$3.3800 11/11/02 M 1,065 (3) Ol/26/05 (1747/05) (2) (2) (3) (2) (9718/07) (1747/15) M 32,258 (2) (1747/15) (2) (3) (3) (3) (1747/15) (11/11/02) M 16,129 (2) (1747/15) (11/11/02) M (2,194 (2) (1747/15) (11/11/02) M (2,194 (2) (1747/15) (11/11/02) M (2,194 (2) (1747/15) (2) (2) (2) (2) (174/15) (11/11/02) M (2,194 (2) (174/15) (11/11/02) M (16,129) (2) (174/15) (11/11/02)	Non-Qualified Stock Option	\$3.3800	11/11/02	М	1,065	(3)
Non-Qualified Stock Option \$6.4200 11/11/02 M 32,258 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 16,129 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 24,194 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 24,194 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 24,194 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 27,419 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 16,129 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 16,129 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 16,729 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 8,065 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 17,742 (2) Non-Qualified Stock Option \$6.4200 <	Non-Qualified Stock Option	\$3.3800	11/11/02	М	1,065	(3)
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Non-Qualified Stock Option \$6.4200 11/11/02 M 24,194 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 27,419 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 27,419 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 16,129 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 33,872 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 M 33,872 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 M 17,742 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 M 19,355 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 M 19,355 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 M \$0,665	(right to buy) Non-Qualified Stock Option	\$6.4200	11/11/02	М	16,129	(2)
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(right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 M 16,129 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 33,872 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 8,065 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 M 8,065 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 M 17,742 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 M 19,355 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 M 8,065 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 M 25,806 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 M 32,258 (2) 09/18/07 (right to buy) Non-Qualified Stock Option \$6.4200 11/11/02 M 8,064	(right to buy) Non-Qualified Stock Option	\$6.4200	11/11/02	М	27,419	(2)
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Non-Qualified Stock Option \$6.4200 11/11/02 M 8,064 (2) 09/18/07 (right to buy) 11,290 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 11,290 (2) 09/18/07 (right to buy) 7 7 7 (2) Non-Qualified Stock Option \$6.4200 11/11/02 M 9,677 (2) 09/18/07 (right to buy) (2) 9,677 (2) 09/18/07 (right to buy) 9,677 (2)	Non-Qualified Stock Option	\$6.4200	11/11/02	М	32,258	(2)
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	Non-Qualified Stock Option	\$6.4200	11/11/02	М	9,677	(2)
		\$6.4200	11/11/02	М	26,452	(2)

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(right to buy) Non-Qualified Stock Option 11/11/02 Common Stock 355 I by Trust 2 (right to buy) Non-Qualified Stock Option 11/11/02 Common Stock 780 I by Trust 2 (right to buy) Non-Qualified Stock Option 11/11/02 Common Stock 852 I by Trust 2 (right to buy)	<pre>1) Title of Derivative 11) Nature of Security Indirect Beneficial Ownership</pre>	action Date <c> 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02</c>	7)Title and Amount of Underlying Securities Title <c> Common Stock Common Stock Common Stock Common Stock Common Stock</c>		Amount or Number of Shares <c> 1,419 710 1,065 1,206 710</c>	8)Price of Deri- vative Security	9)Number of Derivative Securities Beneficially Owned at End of Month	D or I <c> I I I I I</c>
by Trust 2 (right to buy) Non-Qualified Stock Option 11/11/02 Common Stock 780 I by Trust 2 (right to buy) Non-Qualified Stock Option 11/11/02 Common Stock 852 I by Trust 2 (right to buy)	<pre>1) Title of Derivative 11) Nature of Security Indirect Beneficial Ownership</pre>	action Date <c> 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02</c>	7)Title and Amount of Underlying Securities Title <c> Common Stock Common Stock Common Stock Common Stock Common Stock</c>		Amount or Number of Shares <c> 1,419 710 1,065 1,206 710</c>	8)Price of Deri- vative Security	9)Number of Derivative Securities Beneficially Owned at End of Month	D or I <c> I I I I I</c>
(right to buy) Non-Qualified Stock Option 11/11/02 Common Stock 780 I by Trust 2 (right to buy) Non-Qualified Stock Option 11/11/02 Common Stock 852 I by Trust 2 (right to buy)	<pre> 1) Title of Derivative 11) Nature of Security Indirect Beneficial Ownership</pre>	action Date <c> 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02</c>	7)Title and Amount of Underlying Securities Title <c> Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock</c>		Amount or Number of Shares <c> 1,419 710 1,065 1,206 710 1,489</c>	8)Price of Deri- vative Security	9)Number of Derivative Securities Beneficially Owned at End of Month	D or I <c> I I I I I I I</c>
Non-Qualified Stock Option 11/11/02 Common Stock 780 I by Trust 2 (right to buy) Non-Qualified Stock Option 11/11/02 Common Stock 852 I by Trust 2 (right to buy)	<pre>1) Title of Derivative 11) Nature of Security Indirect Beneficial Ownership</pre>	action Date <c> 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02</c>	7)Title and Amount of Underlying Securities Title <c> Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock</c>		Amount or Number of Shares <c> 1,419 710 1,065 1,206 710 1,489</c>	8)Price of Deri- vative Security	9)Number of Derivative Securities Beneficially Owned at End of Month	D or I <c> I I I I I I I</c>
(right to buy) Non-Qualified Stock Option 11/11/02 Common Stock 852 I by Trust 2 (right to buy)	<pre>1) Title of Derivative 11) Nature of Security Indirect Beneficial Ownership</pre>	action Date <c> 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02</c>	7)Title and Amount of Underlying Securities Title <c> Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock</c>		Amount or Number of Shares <c> 1,419 710 1,065 1,206 710 1,489</c>	8)Price of Deri- vative Security	9)Number of Derivative Securities Beneficially Owned at End of Month	D or I <c> I I I I I I I</c>
Non-Qualified Stock Option 11/11/02 Common Stock 852 I by Trust 2 (right to buy)	<pre>1) Title of Derivative 11) Nature of Security Indirect Beneficial Ownership</pre>	action Date <c> 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02</c>	7)Title and Amount of Underlying Securities Title <c> Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock</c>		Amount or Number of Shares (C> 1,419 710 1,065 1,206 710 1,489 355	8)Price of Deri- vative Security	9)Number of Derivative Securities Beneficially Owned at End of Month	D or I <c> I I I I I I I I</c>
(right to buy)	<pre> 1) Title of Derivative 1) Nature of Security Indirect Beneficial Ownership</pre>	action Date <c> 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02</c>	7)Title and Amount of Underlying Securities Title <c> Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock</c>		Amount or Number of Shares (C> 1,419 710 1,065 1,206 710 1,489 355	8)Price of Deri- vative Security	9)Number of Derivative Securities Beneficially Owned at End of Month	D or I <c> I I I I I I I I</c>
	<pre>1) Title of Derivative 11) Nature of Security Indirect Beneficial Ownership</pre>	action Date <c> 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02</c>	7)Title and Amount of Underlying Securities Title <c> Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock</c>		Amount or Number of Shares of 1,419 710 1,065 1,206 710 1,489 355 780	8)Price of Deri- vative Security	9)Number of Derivative Securities Beneficially Owned at End of Month	D or I <c> I I I I I I I I I I</c>
	<pre>1) Title of Derivative 11) Nature of Security Indirect Beneficial Ownership</pre>	action Date <c> 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02</c>	7)Title and Amount of Underlying Securities Title <c> Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock</c>		Amount or Number of Shares of 1,419 710 1,065 1,206 710 1,489 355 780	8)Price of Deri- vative Security	9)Number of Derivative Securities Beneficially Owned at End of Month	D or I <c> I I I I I I I I I I</c>
	<pre>1) Title of Derivative 11) Nature of Security Indirect Beneficial Ownership</pre>	action Date <c> 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02 11/11/02</c>	7)Title and Amount of Underlying Securities Title <c> Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock</c>		Amount or Number of Shares of 1,419 710 1,065 1,206 710 1,489 355 780 852	8)Price of Deri- vative Security	9)Number of Derivative Securities Beneficially Owned at End of Month	D or I <c> I I I I I I I I I I I I</c>

by Trust 2					
(right to buy) Non-Qualified Stock Option	11/11/02	Common Stock	1,135		I
by Trust 2 (right to buy) Non-Qualified Stock Option	11/11/02	Common Stock	1,419		I
by Trust 2 (right to buy) Non-Qualified Stock Option	11/11/02	Common Stock	355		I
by Trust 2 (right to buy) Non-Qualified Stock Option	11/11/02	Common Stock	497		I
by Trust 2 (right to buy) Non-Qualified Stock Option	11/11/02	Common Stock	426		I
by Trust 2 (right to buy) Non-Qualified Stock Option	11/11/02	Common Stock	1,164		I
by Trust 2 (right to buy) Non-Qualified Stock Option	11/11/02	Common Stock	354		I
by Trust 2 (right to buy) Non-Qualified Stock Option	11/11/02	Common Stock	355		I
by Trust 2 (right to buy) Non-Qualified Stock Option	11/11/02	Common Stock	1,206		I
by Trust 2 (right to buy) Non-Qualified Stock Option	11/11/02	Common Stock	852		I
by Trust 2 (right to buy) Non-Qualified Stock Option	11/11/02	Common Stock	284		I
by Trust 2 (right to buy) Non-Qualified Stock Option by Trust 2	11/11/02	Common Stock	284		I
(right to buy) Non-Qualified Stock Option by Trust 2	11/11/02	Common Stock	639		I
(right to buy) Non-Qualified Stock Option by Trust 2	11/11/02	Common Stock	1,320		I
(right to buy) Non-Qualified Stock Option by Trust 2	11/11/02	Common Stock	639		I
(right to buy) Non-Qualified Stock Option by Trust 2	11/11/02	Common Stock	1,065		I
(right to buy) Non-Qualified Stock Option by Trust 2	11/11/02	Common Stock	1,065	22,000	I
(right to buy) Non-Qualified Stock Option Direct	11/11/02	Common Stock	32,258		D
(right to buy) Non-Qualified Stock Option Direct	11/11/02	Common Stock	16,129		D
(right to buy) Non-Qualified Stock Option Direct	11/11/02	Common Stock	24,194		D
(right to buy) Non-Qualified Stock Option Direct	11/11/02	Common Stock	27,419		D
(right to buy) Non-Qualified Stock Option Direct	11/11/02	Common Stock	16,129		D
(right to buy) Non-Qualified Stock Option Direct	11/11/02	Common Stock	33,872		D
(right to buy) Non-Qualified Stock Option Direct	11/11/02	Common Stock	8,065		D
(right to buy) Non-Qualified Stock Option Direct (right to buy)	11/11/02	Common Stock	17,742		D
(right to buy) Non-Qualified Stock Option Direct (right to buy)	11/11/02	Common Stock	19,355		D
Non-Qualified Stock Option Direct (right to buy)	11/11/02	Common Stock	8,065		D
Non-Qualified Stock Option Direct	11/11/02	Common Stock	25,806		D

(right to buy) Non-Qualified Stock Option	11/11/02	Common	Stock	32,258		D
Direct	11/11/02	COMMON	SLUCK	32,230		D
(right to buy)						
Non-Qualified Stock Option	11/11/02	Common	Stock	8,064		D
Direct						
(right to buy)	11/11/00	~		11 000		-
Non-Qualified Stock Option Direct	11/11/02	Common	Stock	11,290		D
(right to buy)						
Non-Qualified Stock Option	11/11/02	Common	Stock	9,677		D
Direct	11/11/02	001111011	beech	<i></i>		2
(right to buy)						
Non-Qualified Stock Option	11/11/02	Common	Stock	26,452		D
Direct						
(right to buy)	11/11/00			0.005		P
Non-Qualified Stock Option Direct	11/11/02	Common	STOCK	8,065		D
(right to buy)						
Non-Qualified Stock Option	11/11/02	Common	Stock	8,064		D
Direct						
(right to buy)						
Non-Qualified Stock Option	11/11/02	Common	Stock	27,420		D
Direct						
(right to buy) Non-Qualified Stock Option	11/11/02	Common	Stock	19,354		D
Direct	11/11/02	COMMON	Stock	19,004		D
(right to buy)						
Non-Qualified Stock Option	11/11/02	Common	Stock	6,452		D
Direct						
(right to buy)		_		6 450		_
Non-Qualified Stock Option	11/11/02	Common	Stock	6,452		D
Direct (right to buy)						
Non-Qualified Stock Option	11/11/02	Common	Stock	14,516		D
Direct	,,			,		-
(right to buy)						
Non-Qualified Stock Option	11/11/02	Common	Stock	30,000		D
Direct						
(right to buy)	11/11/00	0		14 516		D
Non-Qualified Stock Option Direct	11/11/02	Common	STOCK	14,516		D
(right to buy)						
Non-Qualified Stock Option	11/11/02	Common	Stock	24,193		D
Direct						
(right to buy)						
Non-Qualified Stock Option	11/11/02	Common	Stock	24,193	39,088	D
Direct (right to buy)						
Non-Qualified Stock Option		Common	Stock	684	684	I
FBO children		001111011	beeck	001	001	-
(right to buy)						
<fn></fn>						
Explanation of Responses:						
(1)						
Securities held by Maria G.	Sulpizio as	Trustees	s of the Sulpizio Genera	ations Trust dated August 3	19, 1999.	
(2)						
Employee stock options grant	ed under the	e Company	y's 1991 Stock Option Pl	lan. The options vest at t	the rate of 20%	on
September 19, 199						
8, 20% on September 19, 1999	, 20% on Sep	tember 1	19, 2000, 20% on Septemb	per 19, 2001 and 20% on Sep	ptember 19, 200)2.
(3) Employee stock options grant	od under +ba	Company	via 1991 Stock Option Di	lan The options west at t	the rate of 20%	on
January 27, 1997,	ea unaer the	: company	A 2 1991 SCOCK ODDIOU N	ran. The options vest at I	LHE LALE OF 20%	011
20% on January 27, 1998, 20	% on Januarv	7 27 , 199	99, and 40% on Januarv 2	27, 2000.		
		,		-		

						SIGNATURE OF REPORTING PERSO						
/S/ By: Noreen E. Burns, Att	orney-in-Fac	εt										
For: Richard Sulpizio DATE 11/13/02												
DI111 11/10/04												