

| 1)Title of Derivative 11)Nature of Security Indirect Beneficial Ownership | 3)Trans- action Date | 7)Title and Amount of Underlying Securities Amount or Number of Shares | 8)Price of Deri- vative Security | 9)Number of Derivative Securities Beneficially Owned at End of Month | 10) D or I |
|--|----------------------------|---|---|---|---------------------|
| - | | Title | | | |
| ----- | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | |
| Phantom Stock Unit (1) by Grantor Trust | 03/31/03 | Common Stock | 156 | 4,426 | I |

(1)

<FN>

Explanation of Responses:

(1)

The common stock issued under the terms of the Company's Executive Retirement Matching Contribution Plan, a tax conditioned plan, is exempt under Rule 16b-3. The shares are held in a grantor trust and stock is the only permissable form of distribution under the Plan.

(2)

The rights awarded under the Company's Executive Retirement Matching Contribution Plan will be eligible for distribution upon termination and vest according to the following schedule: 100% at age 65 with acceleration provisions (1) at the rate of 25% per year for each subsequent year of participation, (2) after the individual reaches age 61, or (3) if they have more than 10 years of service.

</FN>

</TABLE>

SIGNATURE OF REPORTING PERSON

/S/ By: Noreen E. Burns, Attorney-in-Fact

For: Sanjay K. Jha

DATE 04/01/03