MARTIN BOB L

Form 4

December 17, 2002

FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

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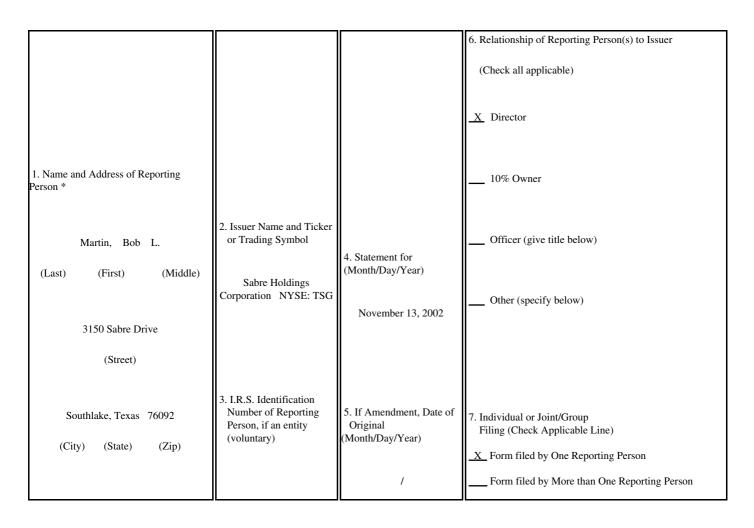


Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Transaction Date (Month/Day/ | Execution | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Owned Following | Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------------------|---------------------------------------|-----------|--|---|--------------------|----------------------------------|---|
|----------------------|---------------------------------------|-----------|--|---|--------------------|----------------------------------|---|

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| Class A Common Stock | 11/13/02 | P | | 95 | A | 19.11 | 602 | D | |
|----------------------------|----------|------|---|--------|------------|-------|-----|---|--|
| | | Code | V | Amount | (A) or (D) | Price | | | |
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| Table II | Derivative Securities Acquired, Disposed of, or Beneficially Owned |
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| | (e.g., puts, calls, warrants, options, convertible securities) |

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|------------------------|---|------------------------------------|---|--|----------|--|---|--|------------|---|------------------------------|------------|-------------------------|---|--|
| | | | | of Der Sec Acc (A) 4. Dis Transaction (Code (Ins | | Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | 9. Number of Derivative | 10. Ownership Form of Derivative | |
| Derivative Security | Conversion or Exercise Price of Derivative Security | Transaction Date (Month/Day/ | 3A. Deemed Execution Date, if any (Month/Day/ Year) | | | | | | Expiration | | Amount or Number of | Derivative | Owned Following | or Indirect (I) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
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| Explanation of Responses: | | |
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/s/ Bob L. Martin 12/17/2002

by James F. Brashear, attorney-in-fact

Date

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Last update: 09/05/2002

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).

** 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.

http://www.sec.gov/divisions/corpfinfforms/form4.htm