

Edgar Filing: OKADA KAZUO - Form 4

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, If any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership For Derivative Securities (Instr. 10)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Expiration Date			
Stock Options (right to buy)	\$13.74	12/12/02		A		10,000		12/12/02	12/12/12	Common Stock, par value \$0.01	10,000		10,000(1)	
Stock Options (right to buy)	\$13.74	3/27/03		D			10,000	12/12/02	12/12/12	Common Stock, par value \$0.01	10,000		0(2)	

Explanation of Responses:

- (1) Options that were previously reported on a Form 4 dated December 12, 2002 (the "Options").
- (2) The Options have been rescinded pursuant to an agreement, dated March 27, 2003, between the reporting person and the issuer.

/s/ Marc H. Rubinstein

March 28, 2003

**Signature of Reporting Person
 Marc H. Rubinstein on Behalf of Kazuo
 Okada

Date

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.