

Edgar Filing: LENNOX INTERNATIONAL INC - Form 4

LENNOX INTERNATIONAL INC  
Form 4  
December 03, 2002

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OMB APPROVAL  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 4  
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

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

(Print of Type Responses)

|   |  |            |
|---|--|------------|
| 1. Name and Address of Reporting Person*                                      |  |            |
| Anderson,   | David  | H.         |
| (Last)  | (First)  | (Middle)   |
| 2140 Lake Park Blvd.  |  |            |
| -----   |  |            |
|   | (Street)                                       |            |
| Richardson,   | Texas  | 75080-2254 |
| (City)  | (State)  | (Zip)      |
| Lennox International Inc. (LII)   |  |            |
| -----   |  |            |
| 2. Issuer Name and Ticker or Trading Symbol                                   |  |            |
| -----   |  |            |
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) |  |            |
| 12/02/02  |  |            |
| -----   |  |            |
| 4. Statement for Month/Day/Year   |  |            |
| -----   |  |            |
| 5. If Amendment, Date of Original (Month/Day/Year)                            |  |            |
| -----   |  |            |
| 6. Relationship of Reporting Person(s) to Issuer                              |  |            |
| (Check all applicable)  |  |            |
| <input checked="" type="checkbox"/> Director                                  | <input type="checkbox"/> 10% Owner             |            |
| <input type="checkbox"/> Officer (give title below)                           | <input type="checkbox"/> Other (specify below) |            |
| -----   |  |            |
| 7. Individual or Joint/Group Filing (Check Applicable line)                   |  |            |
| <input checked="" type="checkbox"/> Form Filed by One Reporting Person        |  |            |
| <input type="checkbox"/> Form Filed by More than One Reporting Person         |  |            |

=====  
Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned  
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| 1.<br>Title of Security<br>(Instr. 3)       | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br>-----<br>(A)<br>or<br>(D) Price | Amount | Benefi-<br>Owned<br>Follow<br>Report<br>Transa<br>(Instr<br>Instr. |
|---|--|---|--|---|--------|--|
| Common Stock, par value<br>\$0.01 per share |  | 12/02/02  | S(1)   |   | 1,500  | D \$14.80  |
| Common Stock, par value<br>\$0.01 per share |  | 12/02/02  | S(1)   |   | 200    | D \$14.79  |
| Common Stock, par value<br>\$0.01 per share |  | 12/02/02  | S(1)   |   | 700    | D \$14.78  |
| Common Stock, par value<br>\$0.01 per share |  | 12/02/02  | S(1)   |   | 500    | D \$14.77  |
| Common Stock, par value<br>\$0.01 per share |  | 12/02/02  | S(1)   |   | 500    | D \$14.74  |
| Common Stock, par value<br>\$0.01 per share |  | 12/02/02  | S(1)   |   | 1,600  | D \$14.70  |
| Common Stock, par value<br>\$0.01 per share |  | 12/02/02  | S(1)   |   | 1,700  | D \$14.67  |
| Common Stock, par value<br>\$0.01 per share |  | 12/02/02  | S(1)   |   | 100    | D \$14.66  |
| Common Stock, par value<br>\$0.01 per share |  | 12/02/02  | S(1)   |   | 1,200  | D \$14.65  |
| Common Stock, par value<br>\$0.01 per share |  | 12/02/02  | S(1)   |   | 1,000  | D \$14.55  |

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Form 4 (continued)

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

| 1.<br>Title of Security | 2.<br>Trans-<br>action<br>Date | 2A.<br>Deemed<br>Execution<br>Date, if<br>any | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>----- | 4.<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br>-----<br>(A)<br>or | 5.<br>Amount | Benefi-<br>Owned<br>Follow<br>Report<br>Transa<br>(Instr |
|-------------------------|--------------------------------|---|--|--|--------------|--|
|-------------------------|--------------------------------|---|--|--|--------------|--|

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| (Instr. 3)                                  | (mm/dd/yy) | (mm/dd/yy) | Code  | V | Amount | (D) Price | Instr. |
|---|------------|------------|-------|---|--------|-----------|--------|
| Common Stock, par value<br>\$0.01 per share |            | 12/02/02   | S (1) |   | 300    | D \$14.53 |        |
| Common Stock, par value<br>\$0.01 per share |            | 12/02/02   | S (1) |   | 900    | D \$14.52 |        |
| Common Stock, par value<br>\$0.01 per share |            | 12/02/02   | S (1) |   | 800    | D \$14.45 |        |
| Common Stock, par value<br>\$0.01 per share |            | 12/02/02   | S (1) |   | 100    | D \$14.43 |        |
| Common Stock, par value<br>\$0.01 per share |            | 12/02/02   | S (1) |   | 500    | D \$14.42 |        |
| Common Stock, par value<br>\$0.01 per share |            | 12/02/02   | S (1) |   | 2,200  | D \$14.41 |        |
| Common Stock, par value<br>\$0.01 per share |            | 12/02/02   | S (1) |   | 2,400  | D \$14.40 |        |
| Common Stock, par value<br>\$0.01 per share |            | 12/02/02   | S (1) |   | 700    | D \$14.37 |        |
| Common Stock, par value<br>\$0.01 per share |            | 12/02/02   | S (1) |   | 300    | D \$14.35 |        |
| Common Stock, par value<br>\$0.01 per share |            | 12/02/02   | S (1) |   | 400    | D \$14.34 |        |

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Form 4 (continued)

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

| 1.<br>Title of Security<br>(Instr. 3)       | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) | V | 4.<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | (A)<br>or<br>(D) Price | 5.<br>Amount<br>Securi<br>Benefi<br>Owned<br>Follow<br>Report<br>Transa<br>(Instr<br>Instr. |
|---|--|---|---|---|--|------------------------|---|
| Common Stock, par value<br>\$0.01 per share |  | 12/02/02  | S (1)                                   |   | 500  | D \$14.33              |   |
| Common Stock, par value                     |  | 12/02/02  | S (1)                                   |   | 1,600  | D \$14.32              |   |

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\$0.01 per share

|   |          |       |       |   |         |
|---|----------|-------|-------|---|---------|
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 300   | D | \$14.31 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 200   | D | \$14.99 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 200   | D | \$14.94 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 2,400 | D | \$14.92 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 300   | D | \$14.88 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 300   | D | \$14.86 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 100   | D | \$14.81 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 500   | D | \$14.80 |

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Form 4 (continued)

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

| 1.<br>Title of Security<br>(Instr. 3)       | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br>-----<br>(A)<br>or<br>(D) Price | 5.<br>Amount<br>Securi<br>Benefi<br>Owned<br>Follow<br>Report<br>Transa<br>(Instr<br>Instr. |
|---|--|---|--|---|---|
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 400 D \$14.79   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 300 D \$14.75   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 100 D \$14.74   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 100 D \$14.72   |   |

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|   |          |       |     |   |         |
|---|----------|-------|-----|---|---------|
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 100 | D | \$14.71 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 500 | D | \$14.70 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 300 | D | \$14.69 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 400 | D | \$14.68 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 100 | D | \$14.66 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 700 | D | \$14.65 |

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Form 4 (continued)

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

| 1.<br>Title of Security<br>(Instr. 3)       | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br>-----<br>Amount (A)<br>or<br>(D) Price | 5.<br>Amount<br>Securi<br>Benefi<br>Owned<br>Follow<br>Report<br>Transa<br>(Instr<br>Instr. |
|---|--|---|--|--|---|
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 400 D \$14.64  |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 100 D \$14.62  |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 900 D \$14.61  |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 500 D \$14.60  |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 100 D \$14.58  |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 800 D \$14.57  |   |

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|   |          |       |     |   |         |
|---|----------|-------|-----|---|---------|
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 500 | D | \$14.56 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 800 | D | \$14.55 |
|   | 12/02/02 | S (1) | 400 | D | \$14.54 |
|   | 12/02/02 | S (1) | 300 | D | \$14.53 |

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Form 4 (continued)

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

| 1.<br>Title of Security<br>(Instr. 3)       | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br>-----<br>Amount (A)<br>or (D) Price | 5.<br>Amount<br>Securi<br>Benefi<br>Owned<br>Follow<br>Report<br>Transa<br>(Instr<br>Instr. |
|---|--|---|--|---|---|
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     |   | S (1)  | 400 D \$14.52   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     |   | S (1)  | 1,000 D \$14.51   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     |   | S (1)  | 700 D \$14.50   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     |   | S (1)  | 500 D \$14.47   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     |   | S (1)  | 400 D \$14.46   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     |   | S (1)  | 300 D \$14.45   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     |   | S (1)  | 800 D \$14.43   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     |   | S (1)  | 400 D \$14.42   |   |

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|   |          |       |       |   |         |
|---|----------|-------|-------|---|---------|
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 400   | D | \$14.41 |
| Common Stock, par value<br>\$0.01 per share | 12/02/02 | S (1) | 1,000 | D | \$14.40 |

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Form 4 (continued)

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

| 1.<br>Title of Security<br>(Instr. 3)       | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br>-----<br>Amount (A)<br>or (D) Price | 5.<br>Amount<br>Securi<br>Benefi<br>Owned<br>Follow<br>Report<br>Transa<br>(Instr<br>Instr. |
|---|--|---|--|---|---|
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 200 D \$14.39   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 400 D \$14.37   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 400 D \$14.31   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 400 D \$14.24   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 300 D \$14.15   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 300 D \$14.07   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 200 D \$14.05   |   |
| Common Stock, par value<br>\$0.01 per share | 12/02/02                                     | 12/02/02  | S (1)  | 100 D \$14.01   |   |
| Common Stock, par value<br>\$0.01 per share | 12/03/02                                     | 12/03/02  | S (1)  | 300 D \$14.84   |   |
| Common Stock, par value                     | 12/03/02                                     | 12/03/02  | S (1)  | 600 D \$14.83   |   |

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\$0.01 per share

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Form 4 (continued)

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

| 1.<br>Title of Security<br>(Instr. 3)       | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br>-----<br>Amount (A)<br>or (D) Price | 5.<br>Amount<br>Securi<br>Benefi<br>Owned<br>Follow<br>Report<br>Transa<br>(Instr<br>Instr. |
|---|--|---|--|---|---|
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 1,100 D \$14.82   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 2,100 D \$14.81   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 900 D \$14.80   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 200 D \$14.76   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 400 D \$14.75   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 700 D \$14.73   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 1,600 D \$14.72   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 800 D \$14.69   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 700 D \$14.68   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 200 D \$14.64   |   |



Form 4 (continued)

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

| 1.<br>Title of Security<br>(Instr. 3)       | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br>-----<br>Amount (A)<br>or<br>(D) Price | 5.<br>Amount<br>Securi<br>Benefi<br>Owned<br>Follow<br>Report<br>Transa<br>(Instr<br>Instr. |
|---|--|---|--|--|---|
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 400 D \$14.63  |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 1,900 D \$14.60  |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 200 D \$14.56  |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 800 D \$14.55  |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 1,800 D \$14.50  |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 300 D \$14.49  |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 200 D \$14.48  |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 600 D \$14.46  |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 1,100 D \$14.45  |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 300 D \$14.44  |   |

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Form 4 (continued)

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

| 1.<br>Title of Security<br>(Instr. 3)       | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br>-----<br>Amount (A)<br>or (D) Price | 5.<br>Amount<br>Securi<br>Benefi<br>Owned<br>Follow<br>Report<br>Transa<br>(Instr<br>Instr. |
|---|--|---|--|---|---|
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 1,100 D \$14.41   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 318 D \$14.39   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 500 D \$14.38   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 500 D \$14.37   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 1,300 D \$14.36   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 800 D \$14.35   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 400 D \$14.33   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 400 D \$14.32   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 200 D \$14.20   |   |
| Common Stock, par value<br>\$0.01 per share |  | 12/03/02  | S (1)  | 100 D \$14.23   | 3,145,  |

Form 4 (continued)

Table I -- Non-Derivative Securities Acquired, Disposed of,

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or Beneficially Owned

| 1.<br>Title of Security<br>(Instr. 3)       | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br>-----<br>(A)<br>or<br>(D) Price | 5.<br>Amount<br>Securi<br>Benefi<br>Owned<br>Follow<br>Report<br>Transa<br>(Instr<br>Instr. |
|---|--|---|--|---|---|
| Common Stock, par value<br>\$0.01 per share |  |   |  |   | 89,   |
| Common Stock, par value<br>\$0.01 per share |  |   |  |   | 147,  |
| Common Stock, par value<br>\$0.01 per share |  |   |  |   | 139,  |

FORM 4 (continued)

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

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| 1.   | 2.  | 3.   | 3A.  | 4.  | 5.  | 6.   | 7.   |
|--|---|--|--|---|---|--|--|
| Title of<br>Derivative<br>Security<br>(Instr. 3) | Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | Trans-<br>action<br>Date<br>(mm/dd/<br>yy) | Deemed<br>Execut-<br>ion<br>Date if<br>any<br>(mm/dd/<br>yy) | Trans-<br>action<br>Code<br>(Instr.<br>8)<br>Code V | Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>(A) (D) | Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>Date Expira-<br>tion<br>Date | Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
| -----  |   |  |  |   |   |  |  |
| -----  |   |  |  |   |   |  |  |
| -----  |   |  |  |   |   |  |  |
| -----  |   |  |  |   |   |  |  |

Explanation of Responses:

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SIGNATURE OF REPORTING PERSON  
 /S/ By: Carl E. Edwards, Jr.  
 For: David H. Anderson  
 DATE 12/03/02

- \* 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, use additional sheets.