

CARTER DARYL J  
 Form 5  
 January 03, 2003  
 SEC Form 5

<p><b>FORM 5</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p><input type="checkbox"/> Form 3 Holdings Reported</p> <p><input type="checkbox"/> Form 4 Transactions Reported</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . 1.0</p>
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<p>1. Name and Address of Reporting Person*  <b>Carter, Daryl J.</b></p> <p>(Last) (First)                  (Middle)</p> <p><b>201 Mission Street</b></p> <p>(Street)  <b>San Francisco, CA 94105</b></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Catellus Development Corp                  CDX</b></p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p><b>2002</b></p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	01/01/02	A	Amount / A/D / Price	1,912 / A /	(2)	D
Common Stock (1)	04/30/02	A		109 / A /	16,407 (3)	D

**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)	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)	6. Date Exercisable(DE) and Expiration Date(ED) (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 at End of Year Reported Transaction(s) (Instr.4)	10. Ownership Form of Derivative Securities: Direct (D) or	11. Nature of Indirect Beneficial Ownership (Instr.4)
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				(Instr. 3, 4 and 5)	DE / ED	Title / Amount or Number of Shares			Indirect (I) (Instr.4)
				A or D					
<b>Stock Option (right to buy)</b>	<b>\$20.40</b>	<b>04/30/02</b>	<b>A</b>	<b>5,000 A</b>	<b>(4) / 04/30/12</b>	<b>Common Stock / 5,000</b>		<b>5,000</b>	<b>D</b>

**Explanation of Responses:**

- (1) Represents common stock issuable on a one-for-one basis on settlement of Director Stock Units under the Catellus Development Corporation 2000 Performance Award Plan.
- (2) Number of shares of Common Stock beneficially owned at end of year is stated in the last entry of Table 1.
- (3) Includes credited Director Stock Units and any stock held outright.
- (4) The option becomes exercisable upon the expiration of various time periods: (a) 25% of the options are exercisable on April 30, 2003, and thereafter; (b) 50% of the options are exercisable on April 30, 2004, and thereafter; (c) 75% of the options are exercisable on April 30, 2005, and thereafter; and (d) 100% of the options are exercisable on April 30, 2006, and thereafter until April 30, 2012.

**By:**

/s/ Barbara Polster, attorney-in-fact  
01/01/03

\*\* Signature of Reporting Person  
Date

SEC 2270 (7-02)

\* 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, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.