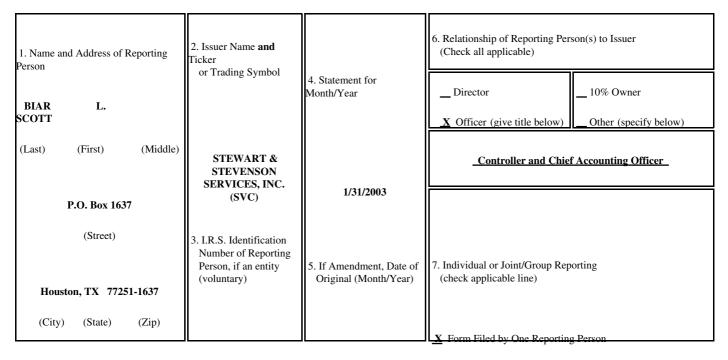
## BIAR L SCOTT

Form 5

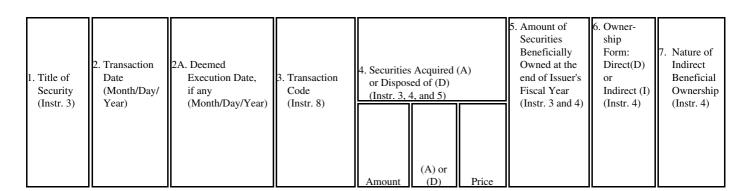
February 10, 2003

## FORM 5 OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 \_\_ Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may ANNUAL STATEMENT OF CHANGES IN BENEFICIAL continue. See Instruction **OWNERSHIP** OMB Number: 3235-0362 1(b). Expires: January 31, 2005 Estimated average burden Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Form 3 Holdings hours per response. . . 1.0 Reported Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 X Form 4 Transactions Reported



Form Filed by More than One Reporting Person

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



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<sup>\*</sup> If the form is filed by more than one reporting person, see instruction 4(b)(v).

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

1. Title of	2. Conver sion or Exercise	3. Transaction	3A. Deemed Execution Date, if	4.	1 '				7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Securities	10.Own of Deriv Security
Security	Derivative	(Month/	(Month/	Transaction Code (Instr. 8)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			Direct ( Indirect (Instr. 4
Non-Qualified Stock Option (right to buy)		12/02/02		A4	10,000.0000		(1)	12/02/12	Common Stock	10,000.0000	(2)	10,000.0000	D

Evn	lanation	of Re	esponses:
EXD.	lananon	OI IX	esponses.

/s/ Louis Scott Biar 2/7/03

\*\* Signature of Reporting Person

Date

<sup>(1)</sup> The stock option becomes exercisable in four equal annual installments commencing 12/02/03.

<sup>(2)</sup> Granted under the 1988 Nonstatutory Stock Option Plan.

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

http://www.sec.gov/divisions/corpfin/forms/form5.htm

Last update: 09/03/2002