MCGREGOR DOUGLAS A

Form 4 March 18, 2003

FORM 4

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

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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Name and Address of Reporting Person* McGregor, Douglas A.					ne and Tic Mortgage &		C ("MMA")	6. Relationship of Person(s) o Issuer (Check	1 6			
(Last) (First) (Middle) 3137 Blendon Road				rting	ntification N Person, voluntary)	Numbe	Mor	tatement for hth/Day/Year rch 18, 2003	X Director			
Owings Mills,	(Street) MD 21117						Date	e of Original (nth/Day/Year) [Check Applicat \underline{X} Form filed by Person	One Reporting More than One		
(City	y) (State) (Zip)	T	able	I Non-D	erivati	ive Secu	irities Acquired, Dispos	sed of, or Benef	icially Owned		
1. Title of Security (Instr. 3)	2. Trans- action Date	2A. Deemed Execution Date,	3. Transaction C	Code	4. Securitie (A) or Dist (Instr. 3, 4	es Acqu oosed c	iired	5. Amount of Securities Beneficially	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial		
	(Month/ Day/ Year)	if any (Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)	or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
Common Shares <u>(1)</u>	3/18/03		A		21.2310	A	23.55	3,737.798	80			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati	ØMonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securiti	X ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative	
		-		8)	(A) or				Reported	Security:	
		Year)	Year)		Dispose	d			Transaction(s)	Direct	

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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				(of (I))					(Instr. 4)	(D)	l	ı
												or	l	ı
				((Inst	r.						Indirect		
					3, 4	&						(I)		
				4	5)							(Instr. 4)		
			Code	V	(A)	(D)	Date	Expira-	Title	Amount				
							Exer-cisable	tion		or				
								Date		Number				
										of				
										Shares				

Explanation of Responses:

(1) Shares awarded in accordance with the 2001 Non-Employee Directors' Share Plan. The shares do not carry any shareholder rights, except the accrual of dividend equivalents until January 29, 2007.

By: /s/ Angela A. Barone

3/18/03 Date

**Signature of Reporting Person

**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.

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