

Edgar Filing: COOPER THOMAS J - Form 5

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

FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Option (Right to Buy)	\$1.02	3/22/02		A4	1,500,000	(1) 3/22/12	Common Stock 1,500,0

Explanation of Responses:

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(1) Options were to vest quarterly over a three year period commencing June 1, 2002. No options were exercised and all options were canceled as of December 2, 2002, when Mr. Cooper ceased employment with the Issuer.

/S/ Thomas J. Cooper

February 26, 2003

**Signature of Reporting Person
Name: Thomas J. Cooper

Date

** 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 provided is insufficient, see Instruction 6 for procedure.