

Edgar Filing: MATLOCK ROBERT G - Form 5

7. Individual or Joint/Group Filing (Check applicable line)
 Form filed by One Reporting Person
 Form filed by More Than one Reporting Person

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Form 5 (continued)

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

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Secur- ities Bene- ficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)
Common Stock	7-1-02		A	900 A	5,589

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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Form 5 (continued)

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

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

Explanation of Responses:

Robert G. Matlock	February 13, 2003
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**Signature of Reporting Person	Date
Robert G. Matlock	

** 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 procedures.