

Edgar Filing: SANDERSON ROBERT BUCK - Form 5

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing
(check applicable line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price

				Amount		

Common Stock

Common Stock

Common Stock

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

(1) As co-executor of the Estate of Dewey R. Sanderson, Jr.

(2) Allocated to the account of Robert Buck Sanderson in the Company's ESOP.

FORM 5 (continued)

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

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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
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Employee Stock Options (Right to buy)	\$ 7.46875	4/24/00		A	2,250	4/24/01*	4/23/10	Common Stock	2,250
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Employee Stock Options (Right to buy)	\$18.55	7/25/02		A	4,000	7/25/03*	7/24/12	Common Stock	4,000
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Explanation of Responses:

Options vest 25% on the date indicated, and continue to vest at the rate of 25% per year on each anniversary date until fully vested.

/s/Robert Buck Sanderson

January 28, 2003

**Signature of Reporting Person

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.