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REINCHARDT CARL E Form 4 October 24, 2002

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 OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1 8					me and Tic Corporatio		Person(s)	to Issuer (Check all applicable)				
(Last One Post Stro	i) (First) (N	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)					Statement for onth/Day/Year tober 23, 2002		— —			
(Street) San Francisco, CA 94104								f Amendment, te of Original onth/Day/Year)	(Check Applica X Form filed by Person Form filed by	 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 		
(Ci	ty) (State)	(Zip)	Г	able	e I Non-I	Derivat	ive Sec	urities Acquired, D	isposed of, or Bene	ficially Owned		
1. Title of Security (Instr. 3)		Execution Date,	3. Trans action C (Instr. 8 Code	lode	4. Securitie (A) or Disj (Instr. 3, 4 Amount	posed o		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

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

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

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

(e.g., puts, cans, warrants, options, convertible securities)													
1. Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature		
Derivative	sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect		
Security	Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial		
	Price of		Date,	Code	Derivativ	¢Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership		
(Instr. 3)	Derivative	(Month/	if any		Securities	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)		
	Security	Day/	(Month/	(Instr.	Acquired				Following	ative			
		Year)	Day/	8)	(A) or				Reported	Security:			
			Year)		Disposed				Transaction(s)	Direct			
					of (D)				(Instr. 4)	(D)			
									. ,	or			
			l					l					

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

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			(Instr. 3, 4 & 5)									Indirect (I)		
			Code	V	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares			(Instr. 4)	
Restricted Stock Units	\$0.00	10/23/02	A		36 (1)		(2)		Common Stock	36		36	D	

Explanation of Responses:

(1) Restricted Stock Units credited to reporting person under the Issuer's 1997 Non-Employee Directors' Equity Compensation and Deferral Plan (the "Driector's Plan") pursuant to reporting person's irrevocable election for payment of Board of Director's (the "BOD") meetings and BOD Committee meetings.

(2) The units are to be distributed, as elected, after the reporting person's retirement or resignation from the BOD.

(3) Under the Director's Plan, the units have no expiration date and are distributed, as elected, after the reporting person's retirement or resignation from the BOD.

By: /s/ Kristina Veaco

October 23, 2002 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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