# LEAVITT J CHRISTIAN Form 4

October 02, 2002

			_	OMB APPROVAL					
			E	Estimated ave	3235- January 31, erage burden sponse	2005			
	,	U.S. SECURITIES AND E Washington, D							
		FORM	4						
	STA	TEMENT OF CHANGES IN	BENEFICI <i>A</i>	AL OWNERSHIP					
E	Section 17(a)	Section 16(a) of the of the Public Utility n 30(f) of the Invest	Holding	Company Act	of 1935 or				
[_]		longer subject of Se e Instruction 1(b).	ction 16.	. Form 4 or I	Form 5 obligat	ions			
1.	Name and Address	of Reporting Person*							
Le	eavitt	J.			Christian				
(1	Gast)	(First	)		(Middle)				
		121 West Forsyth St	reet, Sui	te 200					
		(Stree	t)						
Jac	cksonville	FL			32202				
((	City)	(State	)		(Zip)				
2.	Issuer Name and	Ticker or Trading Sym	bol						
		Regency Centers Co	rporation	n (REG)					
3.	IRS Identification	on Number of Reportin	g Person,	if an Entit	ty (Voluntary)				
4.	Statement for Mo	nth/Day/Year							
		September 3	0, 2002*						
5.	If Amendment, Da	te of Original (Month	/Day/Year	c)					
6.	Relationship of Check all appli	Reporting Person to I	ssuer			:====			
	[_] Director [X] Officer (gi	ve title below)	[_] [_]	10% Owner Other (spec	cify below)				

Senior Vice President, Secretary and Treasurer

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

[X] 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

	2. Trans-	Deemed	Transaction		4. Securities Acquired Disposed of (D) (Instr. 3, 4 and 5)		(A) or
1. Title of Security (Instr. 3)	action Date	Date, if any	(Instr.	8)		(A) or	Price
Common Stock	09/30/2002		D (1)		7,297	D	\$31.0000
Common Stock					313		
Common Stock							
Common Stock	01/20/1999				1,494		
Common Stock							
Common Stock	01/01/2001				4,313		
Common Stock							
Common Stock	02/01/2001		F		1,001	D	\$23.6900
Common Stock	02/05/2001		M		1,299	A 	\$19.8125

<sup>\*</sup> If the Form is filed by more than one Reporting Person, see Instruction  $4\,(\mathrm{b})\,(\mathrm{v})$  .

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

(Print or Type Responses)

(Over)

(Form 4-07/98)

OMB APPROVAL

		OMB Number 3235- Expires: January 31, Estimated average burden hours per response	2005
U.S. S	SECURITIES AND EXCHANG Washington, D.C. 20		
	FORM 4		
STATEMEN.	T OF CHANGES IN BENEFI	ICIAL OWNERSHIP	
Section 17(a) of the		rities Exchange Act of 1934, ing Company Act of 1935 or Company Act of 1940	
[_] Check box if no longe: may continue. See Inst		16. Form 4 or Form 5 obligat	ions
1. Name and Address of Re	 eporting Person*		
Leavitt	J.	Christian	
(Last)	(First)	(Middle)	
121	West Forsyth Street,	Suite 200	
	(Street)		
Jacksonville	FL	32202	
(City)	(State)	(Zip)	
2. Issuer Name and Ticke:		·i (DEC)	
	gency Centers Corporat		
3. IRS Identification Nur	mber of Reporting Pers	son, if an Entity (Voluntary)	
4. Statement for Month/Da	ay/Year		
	September 30, 200	)2	
5. If Amendment, Date of	Original (Month/Day/Y	/ear)	
6. Relationship of Report (Check all applicable)	_		
<pre>[_] Director [X] Officer (give tit)</pre>	•	[_] 10% Owner [_] Other (specify below)	
Senior Vic	ce President. Secretar	rv and Treasurer	

3

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

[X] 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

	2.	2A. Deemed	Transaction		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			
1.	action	Date,	(Instr.			(A)		
Title of Security (Instr. 3)		if any (mm/dd/yy)	Code		Amount	or (D)	Price	
Common Stock	02/05/2001		F		1,114	D	\$24.6900	
Common Stock	02/05/2001		М		98	A	(3	
Common Stock	02/05/2001		F		33	D	\$24.6900	
Common Stock	08/06/2001		М		3 <b>,</b> 652	А	\$21.0625	
Common Stock	08/06/2001		F		3 <b>,</b> 295	D	\$26.1900	
Common Stock	08/06/2001		М			Α	(3	
Common Stock	08/06/2001		F			D		
Common Stock	09/27/2001		S		1,000	D	\$24.7300	
Common Stock	01/01/2002		Α		3,665	Α	(3	
=======================================	=========	========	:======					

<sup>\*</sup> If the Form is filed by more than one Reporting Person, see Instruction  $4\,(b)\,(v)$  .

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

(Print or Type Responses)

(Over)

(Form 4-07/98)

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	OMB	APPF	ROVAI	Ĺ	
OMB Number	<u>-</u>			3235-	-0287
Expires:		Janu	ary	31,	2005
${\tt Estimated}$	avei	rage	bur	den	
hours per	resp	onse	• • •		0.5

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Γi.	led	purs	uant 1	to S	ectio	on 16	5 (a)	of	the	Secu	ıriti	es	Excha	ange	Act	of	1934
	Sec	ction	17 (a)	) of	the	Pub:	lic	Util	ity	Hold	ding	Com	pany	Act	of	1935	or
			Sect	ion	30(f)	of	the	: Inv	restn	nent	Comp	any	Act	of	1940	)	

		the Public Utility 30(f) of the Invest		ompany Act of 1935 or ny Act of 1940
[_]	Check box if no lomay continue. See	= =	ection 16.	Form 4 or Form 5 obligations
1.	Name and Address o	f Reporting Person		
:	Leavitt	J.		Christian
	(Last)	(First	 :)	(Middle)
		121 West Forsyth St	reet, Suit	e 200
		(Stree	 ∍t)	
J	acksonville	FL		32202
	(City)	(State	∍)	(Zip)
2.	Issuer Name and Ti	cker or Trading Syn	nbol	
		Regency Centers Co	orporation	(REG)
3.	IRS Identification	Number of Reportir	ng Person,	if an Entity (Voluntary)
4.	Statement for Mont	h/Day/Year		
		September 3	30, 2002	
5.	If Amendment, Date	of Original (Month	n/Day/Year)	
6.	Relationship of Re (Check all applica	 porting Person to I ble)	 [ssuer	
	[_] Director [X] Officer (give	title below)		10% Owner Other (specify below)
	Senior	Vice President, Se	ecretary an	d Treasurer

ividual or Joint	t/Group Filing (Che	eck applicab	le line)			
Form filed by	one Reporting Pers	son			_	
Table I No	or Beneficial	lly Owned		of,	=	
	2. Trans-	2A. Deemed		Disposed of (Instr. 3, 4	(D) and 5)	(A) or
1. Title of Security (Instr. 3)		Date, if any	(Instr. 8)		(A) or	Price
cock	01/25/2002		F	241	D	\$27.1000
 :ock						
tock	02/07/2002		F	9,203		
tock	02/07/2002		M	10,955	А	\$22.2500
tock	02/07/2002		F	9,514	D	\$28.7000
tock	02/07/2002		М	2,946		
	02/07/2002		F		D	\$28.7000
cock	02/07/2002			44	D	\$27.1000
cock						
3	Security 3) cock cock cock cock cock	2. Transaction Date (mm/dd/yy)  cock 01/25/2002 cock 02/07/2002	Table I Non-Derivative Securities Acquior Beneficially Owned  2A.  2. Deemed Trans- Execution Date, Security Date if any (mm/dd/yy) (mm/dd/yy)  cock 01/25/2002  cock 02/07/2002  cock 02/07/2002	Table I Non-Derivative Securities Acquired, Disposed or Beneficially Owned  2A. 3. 2. Deemed Transaction Code action Date, (Instr. 8)  Security Date if any	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  4.  2A. 3. Disposed of 2. Deemed Transaction (Instr. 3, 4 Trans— Execution Code action Date, (Instr. 8)  (Imm/dd/yy) (mm/dd/yy) Code V Amount  200	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2A. 3. Disposed of (D)  2 . Deemed Transaction (Instr. 3, 4 and 5)  Trans- Execution Code action Date, (Instr. 8) (A)  (mm/dd/yy) (mm/dd/yy) Code V Amount (D)  20. Amount (D)  21. Amount (D)  22. Amount (D)  23. Amount (D)  24. Securities Acquired (Instr. 8, 2)  (instr. 8, 2)  (instr. 8, 3)  (instr. 8, 4 and 5, 4)  (instr. 8, 4 and 5, 4 and 5, 4  (instr. 8, 4 and 5

(Print or Type Responses) (Over) (Form 4-07/98)

OMB APPROVAL

OMB Number 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response ..... 0.5

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

#### 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(f) of the Investment Company Act of 1940

	Section 30(f) of the Inv	estment Compa	ny Act of 1940
	box if no longer subject of ontinue. See Instruction 1(b)		Form 4 or Form 5 obligations
1. Name a	and Address of Reporting Pers	 on*	
Leavitt	J	•	Christian
(Last)	(Fi	rst)	(Middle)
	121 West Forsyth	Street, Suit	e 200
	(St	reet)	
Jacksonvi	lle F	L 	32202
(City)	(St	ate)	(Zip)
2. Issuer	Name and Ticker or Trading	 Symbol	
	Regency Centers	Corporation	(REG)
3. IRS IC	lentification Number of Repor	ting Person,	if an Entity (Voluntary)
4. Statem	nent for Month/Day/Year		
	Septembe	r 30, 2002	
5. If Ame	endment, Date of Original (Mo	nth/Day/Year)	
	onship of Reporting Person tall applicable)	o Issuer	
	rirector Officer (give title below)		10% Owner Other (specify below)
	Senior Vice President,	Secretary an	d Treasurer

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

	[X]			_		-	_	Person Reporting	Person			
====		Tabl	 Le I	- Nc	n-Dei			Securities icially Owr		Disposed	of,	-==

	2. Trans-		Transact	tion	4. Securities Ac Disposed of ( (Instr. 3, 4	D)	(A) or
1.	action	Date,	(Instr.	8)		(A)	
Title of Security (Instr. 3)					Amount		Price
Common Stock	03/07/2002		S		1,000	D	\$28.8800
	08/07/2002		S		6,500	D	\$30.0600
Common Stock							
Common Stock							
Common Stock	08/12/2002		F		17 <b>,</b> 859	D	\$30.9000
Common Stock	08/12/2002		М		6,000	 А	\$25.2500
Common Stock	08/12/2002		F		5 <b>,</b> 358	D	\$30.9000
Common Stock	08/12/2002		М		2 <b>,</b> 529	A	(4)
Common Stock	08/12/2002		F		1,048	D	\$30.9000

<sup>\*</sup> If the Form is filed by more than one Reporting Person, see Instruction  $4\,\mbox{(b)}\,\mbox{(v)}\,.$ 

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

(Print or Type Responses)

(Over)

(Form 4-07/98)

	OMB	APPROVAI	_	
OMB Number		3	3235-	-0287
Expires:		January	31,	2005

Estimated	average burden	
hours per	response	0.5

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pu	rsuant	to S	Sectio	n 16	(a)	of	the	Secu	uriti	es	Excha	ange	Act	of	1934,
Secti	on 17 (a	a) of	the	Publ	ic	Util	ity	Holo	ding	Con	pany	Act	of	1935	or
	Sect	ion	30(f)	of t	he	Tnv	restn	nent.	Comp	anv	Act	of 1	940		

		of the Public Utility Holding C on 30(f) of the Investment Compa	
[_]		longer subject of Section 16. ee Instruction 1(b).	Form 4 or Form 5 obligations
1.	Name and Addres	s of Reporting Person*	
]	Leavitt	J.	Christian
	(Last)	(First)	(Middle)
		121 West Forsyth Street, Suit	e 200
		(Street)	
Jā	acksonville	FL	32202
	(City)	(State)	(Zip)
2.	Issuer Name and	Ticker or Trading Symbol	
		Regency Centers Corporation	(REG)
3.	IRS Identificat	ion Number of Reporting Person,	if an Entity (Voluntary)
4.	Statement for M	onth/Day/Year	
		September 30, 2002	
5.	If Amendment, D	ate of Original (Month/Day/Year)	
6.	Relationship of (Check all appl	Reporting Person to Issuer icable)	
	<pre>[_] Director [X] Officer (g</pre>	- <del></del> -	10% Owner Other (specify below)
	Sen	ior Vice President, Secretary an	nd Treasurer
7.	Individual or J	oint/Group Filing (Check applica	ble line)
		by one Reporting Person by more than one Reporting Pers	son

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

	2. Trans-	Transac	ction	(Instr. 3, 4	(D)	(A) or
1.	action				(A)	
Title of Security (Instr. 3)				Amount		Price
	·	 				
Common Stock						
	08/12/2002					\$30.9000
Common Stock						
Common Stock	08/12/2002	F			D	\$30.9000
Common Stock	08/12/2002	М		1,299	А	\$19.8125
Common Stock	08/12/2002	F			D	\$30.9000
Common Stock	08/12/2002	М		254	А	(4)
	08/12/2002	F		105		
Common Stock	08/12/2002	 М		1,114	Α	\$24.6900

<sup>\*</sup> If the Form is filed by more than one Reporting Person, see Instruction  $4\,\mbox{(b)}\,\mbox{(v)}\,.$ 

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

(Print or Type Responses)

(Over)

(Form 4-07/98)

OMB Number 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response ..... 0.5

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U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

#### 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(f) of the Investment Company Act of 1940

	Section	a 30(f) of the Invest	ment Comp	pany Act of 1	940
[_]		onger subject of Se	ction 16	. Form 4 or F	orm 5 obligations
1.	Name and Address	of Reporting Person*			
]	Leavitt	J.			Christian
	(Last)	(First	)		(Middle)
		121 West Forsyth St	reet, Su	ite 200	
		(Stree	t)		
Ja	acksonville	FL			32202
	(City)	(State	)		(Zip)
2.	Issuer Name and 1	Cicker or Trading Sym	bol		
		Regency Centers Co	rporation	n (REG)	
3.	IRS Identification	on Number of Reporting	g Person,	if an Entit	y (Voluntary)
4.	Statement for Mor	nth/Day/Year			
		September 3	0, 2002		
5.	If Amendment, Dat	e of Original (Month	/Day/Yea	c)	
==== 6.	Relationship of I	Reporting Person to I	ssuer		
	[_] Director [X] Officer (giv	ve title below)		10% Owner Other (spec	cify below)
	Senio	or Vice President, Se	cretary a	and Treasurer	
7.	Individual or Jo	nt/Group Filing (Che	ck applic	cable line)	
		oy one Reporting Persony more than one Repo		rson	

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Table	Ι	 Non-Derivative	Securities	Acquired,	Disposed	of,
		or Benef	ficially Own	ned		

	2. Trans-	2A. Deemed Execution	3. Transaction	4. Securities A Disposed of (Instr. 3, 4	(D)	(A) or
1. Title of Security (Instr. 3)	action Date	Date, if any	(Instr. 8)	 Amount	(A) or (D)	Price
Common Stock	08/12/2002		F	983	D	\$30.9000 
Common Stock	08/12/2002		M 	121	A	(4
Common Stock	08/12/2002		F =======	50	D	\$30.9000

<sup>\*</sup> If the Form is filed by more than one Reporting Person, see Instruction  $4\,(b)\,(v)$  .

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

(Print or Type Responses)

(Over)

(Form 4-07/98)

FORM 4 (continued)

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

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

Derivative Security	ative Secur-		•	8)			Date Exer-			Number of
(Instr. 3)	ity	_	_					Date	Title	
Employee										
Stock Option (right to buy)	\$31.0000	09/30/02	2	A	6,7	69	09/03/02	01/13/07	Common Stock	6 <b>,</b> 769
Employee	· 									
Stock Option									Common	
(right to buy)	\$31.0000 	09/30/02	2 	A 	8 	41	09/03/20 	01/01/06	Stock	841
Employee Stock Option									Common	
(right to buy)	\$26.9375	01/23/98	3	A	5,9	40	(5)	12/23/08		5,940
Employee										
Stock Option (right to buy)	\$22 2500	12/15/98	3	Δ	14.6	0.7	(6)	12/15/08	Common	14 - 607
Employee Stock Option									Common	
(right to buy)	\$21.0625	07/29/99	) 	A	7 <b>,</b> 3	04	(6)	07/29/09	Stock	7 <b>,</b> 304
Employee										
Stock Option (right to buy)	\$19.8125	12/14/99	9	A	5,1	96	(6)	12/14/09	Common Stock	5,196
Employee										
Stock Option		/ /-	_						Common	
(right to buy)	\$19.8125 	02/05/01	L 	M 		1,299 	(6) 	12/14/09 	Stock	1 <b>,</b> 299 

			3A. Deemed Execution	Trans-	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisal	ble and	of Under Securiti (Instr.	ies 3 and 4)
	of Deriv- ative	action Date (Month/	Date, if any	Code (Instr. 8)	of (D) (Instr. 3, 4 and 5)	(Month/Da	ay/Year)  Expira-		Amount or Number of
(Instr. 3)		-	-		(A) (D)	cisable	Date	Title	Shares
Employee Stock Option (right to buy)	\$24.6900	02/05/0	1	А	1,114	02/05/01	12/14/09	Common ) Stock	1,114
Dividend Equivalent	1 for 1	02/05/0	1	M	98	8 (4)		Common Stock	98

Employee stock option (right to buy)	\$21.0625	08/06/01	1	М	3,652	(6)	07/29/09	Common Stock	3 <b>,</b> 652
Employee Stock Option (right to buy)	\$26.1900	08/06/03	1	А	3,295	08/06/01	07/29/09	Common Stock	3,295
Dividend Equivalent		08/06/03	1	М	605	(4)		Common Stock	605
Employee Stock Option (right to buy)		12/14/0	1	А	3,054	(6)	12/14/11	Common Stock	3,054
Employee Stock Option (right to buy)	\$25.2500	02/07/02	2	М	9,900	(6)	01/15/07	Common Stock	9,900
	2. Conversion		3A.		5. Number of Derivative Securities	6. Date		7. Title an of Under Securiti	
1. Title of Derivative Security (Instr. 3)	Deriv- ative	(Month/	Date, if any		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Exercisal Expiration (Month/Da  Date	ole and on Date ay/Year) Expira- tion	(Instr.	3 and 4) Amount or Number of Shares
Title of Derivative Security (Instr. 3) Employee Stock Option (right to buy)	cise Price of Deriv- ative Secur- ity \$28.7000	Trans-action Date (Month/Day/Year)	Execu- tion Date, if any (Month/ Day/ Year)	Trans- action Code (Instr. 8) Code V	Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	Exercisal Expiration (Month/Da	ble and on Date ay/Year) Expira- tion Date	Title Common	Amount or Number of Shares
Title of Derivative Security (Instr. 3) Employee Stock Option (right to buy) Employee Stock Option (right to buy)	cise Price of Deriv- ative Secur- ity \$28.7000	Trans-action Date (Month/Day/Year) 02/07/02	Execution Date, if any (Month/ Day/ Year)	Trans- action Code (Instr. 8) Code V	Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	Exercisal Expiration (Month/Date Exercisable	ble and on Date ay/Year) Expiration Date 01/15/07	Title Common Stock Common Stock	Amount or Number of Shares
Title of Derivative Security (Instr. 3) Employee Stock Option (right to buy)	cise Price of Deriv- ative Secur- ity \$28.7000 \$28.7000	Trans-action Date (Month/Day/Year) 02/07/02	Execution Date, if any (Month/ Day/ Year)	Trans- action Code (Instr. 8) Code V	Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)(A) (D) 9,203	Exercisal Expiration (Month/Date Exercisable	ble and on Date ay/Year) Expiration Date 01/15/07 12/15/08	Title Common Stock Common Stock Common Stock	Amount or Number of Shares  9,203  10,955
Title of Derivative Security (Instr. 3) Employee Stock Option (right to buy) Employee Stock Option (right to buy) Employee Stock Option (right to buy) Dividend Equivalent	cise Price of Deriv- ative Secur- ity \$28.7000 \$28.7000	Trans-action Date (Month/Day/Year) 02/07/02 02/07/02 02/07/02	Execution Date, if any (Month/ Day/ Year)	Trans- action Code (Instr. 8) Code V A M	Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)(A) (D) 9,203	Exercisal Expiration (Month/Date Exercisable	ble and on Date ay/Year) Expira-tion Date 01/15/07 12/15/08	Title Common Stock Common Stock Common Stock Common Stock	Amount or Number of Shares 9,203 10,955 9,514 2,946
Title of Derivative Security (Instr. 3) Employee Stock Option (right to buy) Employee Stock Option (right to buy) Employee Stock Option (right to buy) Cight to buy) Dividend	cise Price of Deriv- ative Secur- ity  \$28.7000  \$22.2500  \$1 for 1	Trans-action Date (Month/Day/Year)  02/07/02  02/07/02  02/07/02  02/07/02	Execution Date, if any (Month/ Day/ Year)  2  2  2  2  2	Trans- action Code (Instr. 8) Code V	Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D) 9,203	Exercisal Expiration (Month/Date Date Exercisable	ble and on Date ay/Year) Expira-tion Date 12/15/08 12/15/08	Title  Common Stock  Common Stock  Common Stock  Common Stock  Common Stock	Amount or Number of Shares  9,203  10,955  9,514  2,946

Employee Stock Option Common (right to buy) \$25.2500 08/12/02 M 6,000 (5) 01/14/07 Stock 6,000

1. Title of Derivative Security (Instr. 3)	Secur-	Date (Month/	Date, if any (Month/ Day/	8)	-	Expiration (Month/Date	ole and on Date ay/Year) Expira-tion	7. Title an of Under Securiti (Instr	es
Employee Stock Option								Common	
(right to buy)	\$30.9000 	08/12/02	2 	A 	5 <b>,</b> 358 	08/12/02 	01/14/07		5 <b>,</b> 358 
Dividend Equivalent	1 for 1	08/12/02	2	М	446	(4)		Common Stock	446
Employee Stock Option (right to buy)	\$21.0625	08/12/02	2	М	1,826	(6)	07/29/09	Common Stock	1,826
Employee Stock Option (right to buy)	\$30.9000	08/12/02	2	A	1,486	08/12/02	07/29/09	Common Stock	1,486
Dividend Equivalent	1 for 1	08/12/02	2	М	2,529	(4)		Common Stock	2,529
Employee Stock Option (right to buy)	\$19.8125	08/12/02	2	М	1,299	(6)	12/14/09	Common Stock	1,299
Employee Stock Option (right to buy)	\$30.9000	08/12/20	002	A	1,026	08/12/02	12/14/09	Common Stock	1,026
Dividend Equivalent	1 for 1	08/12/02	2	М	254	(4)		Common Stock	254
Employee Stock Option (right to buy)			2		1,114	02/05/01	12/14/09	Common Stock	1,114
Employee Stock Option (right to buy)				А	983	08/12/02	12/14/09	Common Stock	983

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1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Securi	3. Trans- action Date (Month/ Day/	3A. Deemed Execution Date, if any (Month/	4. Trans- action Code (Instr. 8)	or Disof(D) (Inst:	ative ities red (A) sposed r. 3, nd 5)	6. Date Exercisal Expiration (Month/Date Date	on Date ay/Year) Expira- tion	of Under Securiti (Instr.	and 4)  Amount  or  Number  of
(Instr. 3)	ity	Year)	Year)	Code V	(A)	(D)	cisable	Date	Title	Shares
Dividend Equivalent	1 for 1	08/12/02		М		121	(4)		Common Stock	121

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#### Explanation of Responses:

- \*In March 1998, following a merger and management restructuring, the reporting person ceased to be designated as an executive officer. The reporting person believed that he was no longer required to file reports under Section 16(a). However, as a result of a recent post-Sarbanes-Oxley Act review of Section 16 compliance, the reporting person was advised that the chief accounting officer is required to file Section 16(a) reports even though not an executive officer. The transactions before September 30, 2002 shown on this Form 4 represent transactions after March 1998, all of which were under the company's Long Term Omnibus plan (e.g., option grants and exercises), with the exception of open market sales on three separate dates.
- 1. Represents shares delivered to the issuer in full payment of recourse stock loans made by the issuer in 1994 and 1997 to enable the reporting person to buy shares of common stock under the issuer's Long Term Omnibus Plan. Although the loans pre-dated, and therefore would be grandfathered under, the Sarbanes-Oxley Act of 2002 even if the reporting person were an executive officer, the issuer's compensation committee determined that it would be in the best interests of the company for the executive to prepay these loans in view of the Sarbanes-Oxley Act.
- Represents shares delivered to issuer in full payment of income tax liability in connection with the delivery of shares in repayment of the stock loans.
- 3. Represents restricted shares (subject to vesting requirements) granted under the Long Term Omnibus Plan.
- Settlement of dividend equivalent units in connection with exercise of option.
- 5. The options vest 25% per year beginning on the second anniversary of  $\ensuremath{\mathsf{grant}}$  .
- The options vest 25% per year beginning on the first anniversary of grant.

/s/ Foley & Lardner October 2, 2002

Foley & Lardner, as attorney-in-fact Date
for J. Christian Leavitt

\*\* 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.

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