

Edgar Filing: WATSON GRAHAM S - Form 4

Security (Instr. 3)	Secu- rity	Day/ Year)	Day/ Year)	----- Code V	----- (A)	(D)	Exer- cisable	tion Date	Title	of Shares
Performance Share	1-for-1	03/04/03		A	1,667.3		(1)	(1)	Common Stock	1,667.3

Explanation of Responses:

(1) Vests in 1/3 increments on each of December 31, 2003, 2004, and 2005; exercisable in limited circumstances set forth in the registrant's Executive Performance Share Plan.

/s/ William L. Hutton, Attorney-in-fact

March 5, 2003

**Signature of Reporting Person

Date

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