FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

l	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burde	en
l	hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

EXFLON CORP EXC	Name ar																		
(Last) (First) (Middle) 10 SOUTH DEARBORN STREET 37TH FLOOR (Street) CHICAGO IL 60603 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Lift of Security (Instr. 3) 2. Transaction (Month/Day/Year) Date (Month/Day/Year) (Month/Day/Year) Common Stock Common Stock (401k Shares) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible security (Instr. 4) Tansaction of Conversion of Code (Instr. 4) Tansaction of Code (Instr											mbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 10 SOUTH DEARBORN STREET 37TH FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned February (Month/Day/Year) (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of (Disposed of (Disp					-					•				X	Direct	tor	10%	Owner	
Same of Earlies Transaction (Month/Day/Year) Same of Earlies Transaction (Month/Day/Year) Chairman and Common Stock						-									x				(specify
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Common Stock Common Stock (Deferred Shares) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and C) (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and C) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and C) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and C) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and C) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and C) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and A) Table II - Derivative Secu	Last)	(Fi	rst)	(Middle)					est Trans	action (Mo	nth/D	ay/Year)			71	below	•	belov	<i>I</i>)
(Street) CHICAGO IL 60603 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Form (Ing. transaction Date (Ing. transaction Society (Ing. transa	LO SOUT	H DEARB	ORN STREET			10	/03/2	2003									Chairma	n and CEO	
(Street) CHICAGO IL 60603 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Form (Ing. transaction Date (Ing. transaction Society (Ing. transa	37TH FI	OOR																	
(Street) CHICAGO IL 60603 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Common Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or Securities Beneficially Owned (B) (Instr. 3 and 4) Common Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (B) (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (B) (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 1. Title of Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 1. Title of Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 1. Title of Securities Acquired (A) or Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 1. Title of Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 1. Title of Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 1. Title of Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 1. Title of Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 1. Title of Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 1. Title of Securities (A) or Beneficially Owne						_ 4 1	f Ame	endmen	t Date o	f Original F	iled (Month/D	av/Year)		6 Indi	vidual or	Joint/Group	n Filing (Check	Annlicable
City (State) City	Street)					" '	. ,	J. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.	it, Date o	. Origina.			uy, 10u.)			riada. o.	0011110104	3 ·g (233	фриосоло
Common Stock (401k Shares) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired (A) or Price Securities Securi		O IL		60603											X	Form	filed by On	e Reporting Per	son
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) 2.4. Deemed Execution Date, (Month/Day/Year)						_												re than One Re	porting
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and Sported Transaction(S) (Instr. 3) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and Sported Transaction(S) (Instr. 3) 4. Securities Acquired (Month/Day/Year) 5. Amount of Securities Acquired (Month/Day/Year) 6. Owned Stock (401k Shares) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Date Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3) 4. Securities Acquired (Month/Day/Year) 5. Amount of Securities (I) (Instr. 3) 8. Price of Derivative Security (Instr. 3) 8. Price of Derivative Security (Instr. 3) 8. Price of Derivative Security (Instr. 3) 9. Number of Derivative Security (Instr. 3) 9. Number of Derivative Security (Instr. 3) 1. Title of Securities (Instr. 4) 1. Title of Securities (Instr. 4) 1. Title of Securities (Instr. 5) 1. Title of Securities (Instr. 4) 1. Title of Securities (Instr. 5) 1. Title of Securities (Instr. 4) 1. Title of Securities (Instr. 5) 1. Title of Securities (Instr. 5) 1. Title of Security (Instr. 3)	City	(C+	oto)	(7in)												Perso	on		
2. Transaction Date (Month/Day/Year) of the Execution Date (Month/Day/Year) of Executive Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired (Month/Day/Year) of Executive Securities (Month/Day/Year) (Month/Day/Y	City)	(31	ale)	(Ziþ)															
2. Transaction Date (Month/Day/Year) of the Execution Date (Month/Day/Year) of Executive Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired (Month/Day/Year) of Executive Securities (Month/Day/Year) (Month/Day/Y			Tab	ole I - Noi	n-Deriv	/ative	e Se	curiti	es Acc	quired, C	Disp	osed o	of, or B	enefic	ially	Owne	d		
Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Exec	Title of	oourity (Inot					_			_								6. Ownership	7. Nature
Common Stock Common Stock (Deferred Shares) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion or Exercise Date (Month/Day/Year) Portice of Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Or Exercise Date (Month/Day/Year) Or Exercise (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount (Month/Day/Year) Or Beneficially Owned (Month/Day/Year) Or Exercise (A) or Disposed of (D) (Instr. 3 and 4) Amount (Month/Day/Year) Or Exercise (Month/Day/Year) Or Disposed of (D) (Instr. 3, 4 and 5) Amount (Month/Day/Year) Or Exercise (Month/Day/Year) Or Disposed of (D) (Instr. 3, 4 and 5) Amount (Month/Day/Year) Or Disposed of (D) (Instr. 3 and 4) Amount (Month/Day/Year) Or Disposed of (D) (Instr. 3, 4 and 5)	. Title of s	ecurity (mst	1. 3)		Date	Date		Execution Date, ar) if any		, Transaction Dispose Code (Instr. 5)					and Securities		Form: Direct	of Indirect	
Common Stock Common Stock (Deferred Shares) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities (Month/Day/Year) 3. Transaction Date Execution Date (Month/Day/Year) (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Securities (Month/Day/Year) (Instr. 3, 4 and 5) 4. Amount (D) 7. Title of Derivative Securities (Month/Day/Year) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Securities (Month/Day/Year) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Securities (Month/Day/Year) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Securities (Month/Day/Year) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Securities (Month/Day/Year) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 4) 8. Price of Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 6) 8. Price of De					(Month/Day							5)						(D) or Indirect (I) (Instr. 4)	Beneficial Ownership
Common Stock (Deferred Shares) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) Conversion or Exercise (Month/Day/Year) Security Security Amount Amount Amount (D) Frice (Instr. 3 and 4) (Instr. 3 and 4) 1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Securities (Month/Day/Year) Securities Securities Acquired (A) or Derivative Security (Instr. 3) Security (Instr. 3) Amount Am										1		_	(A)	or .					(Instr. 4)
Common Stock (Deferred Shares) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security Security Security 3. Transaction or Exercise (Month/Day/Year) (Month/Day/Year) [Instr. 3] Amount Price of Derivative Security (Month/Day/Year) Amount Amount 90,929 1,750 2,128(2) 3. Transaction of Exercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Amount Amount Amount Amount Amount Amount										Code	<u>۷</u>	Amount	(D)	Pric	e	(Instr. 3	and 4)		
Common Stock (401k Shares) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Month/Day/Year) 2. Conversion Date Execution Date (Instr. 3) Portivative Security (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) 5. Number of Derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3) Reported Transaction (Source) (Month/Day/Year) Amount 7. Title and Amount of Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3) Reported Transaction(S) (Instr. 4)	Common	Stock														39,	,734 ⁽¹⁾	D	
Common Stock (401k Shares) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Month/Day/Year) 2. Conversion Date Execution Date (Instr. 3) Portivative Security (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) 5. Number of Derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3) Reported Transaction (Source) (Month/Day/Year) Amount 7. Title and Amount of Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3) Reported Transaction(S) (Instr. 4)										1 1									By Stock
Common Stock (401k Shares) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Month/Day/Year) 2. Conversion Date Execution Date (Instr. 3) Portivative Security (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) 5. Number of Derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3) Reported Transaction (Source) (Month/Day/Year) Amount 7. Title and Amount of Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3) Reported Transaction(S) (Instr. 4)	'ommon	Stock (Dof	orrod Sharos)							1 1						00	020	l i	Deferral
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) Price of Derivative Securities (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 3) Amount 2. A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) (Instr. 3) Amount Amount Amount	OHIIIIOH	Stock (Det	erreu Shares)							1 1							J,323	1	Plan
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) Price of Derivative Securities (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 3) Amount 2. A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) (Instr. 3) Amount Amount Amount										+	_								Pidii
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) Price of Derivative Securities (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 3) Amount 2. A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) (Instr. 3) Amount Amount Amount										1 1									Shares
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security S	Common	Stock								1 1						1	,750	I	held by
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security S										1 1									Spouse
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security S										1 1									By
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security S	'ommon	Stock (401)	k Sharos)							1 1						,	1 7 9(2)	l ,	401(k)
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Security Conversion Operivative Security Secur	,OIIIIIOII	310CK (401)	K Sildres)							1 1						2,	1200	1	Plan
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Security Conversion Operivative Security Secur																		ļ	I lall
1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security			٦													wned			
Derivative Security (Instr. 3) Price of Derivative Security Security Conversion or Exercise (Price of Derivative Security (Instr. 3 and 4) Derivative Security (Instr. 5) Security Security (Instr. 5) Security Security (Instr. 5) Security Security Security (Instr. 5) Security Security Security (Instr. 5) Security Security Security Security (Instr. 5) Security Security Security Security Security (Instr. 5) Security Secu				((e.g., p	uts,	calls	s, war	rants,	options	, со	nverti	ble sec	urities	5)				
Security (Instr. 3) or Exercise Price of Derivative Security Security Security Security Security Security Security Security Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount Month/Day/Year) Securities Securities Underlying Derivative Security (Instr. 3 and 4) Securities Securities Security (Instr. 3) Securities Securities Owned Following Reported Transaction(s) (Instr. 4)		2.				4.		5. Nu	ımber 6	. Date Exer	cisab	le and							11. Nature
(Instr. 3) Price of Derivative Security (Instr. 3, 4 and 5) Amount Security (Instr. 3, 4 and 5) Amount Security (Instr. 4) Securities Acquired Security (Instr. 3 and 4) Securities Acquired Security (Instr. 5) Securities Acquired Se					Date,	Code (Instr		r. Derivative Securities Acquired										Ownershi Form:	p of Indirect Beneficial
Security (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 Amount (Instr. 4)		Price of Derivative			ay/Year)						,		Underlying Derivative Secu		(1)		Beneficially	y Direct (D)	Ownership (Instr. 4)
of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4)																		or Indired (I) (Instr.	
(Instr. 3, 4 and 5) Amount																		un(e)	
Amount							(Instr. 3, 4								(Instr. 4)	(3)			
					ļ		_	and 5	5)						_				
															nt				
Number									l I.					Numbe	er				
Date Expiration of Code V (A) (D) Exercisable Date Title Shares						Code	۱v	(A)					Title		.				
Deferred				1				_			+			 	+		 	_	
Comp \$0(3) 10/03/2003 A 79 (3) (3) Common 70 \$64.12 12.135(3)	eferred											I		1	- 1		1		
Phantom Stock Stock 75 Stock 7	omp	\$0 ⁽³⁾	10/03/2003			A		79		(3)		(3)		79		\$64.12	12.135 ⁽⁾	3) D	

Explanation of Responses:

- $1. \ Includes \ 125 \ shares \ acquired \ on \ 09/30/2003 \ through \ the \ Employee \ Stock \ Purchase \ Plan.$
- 2. Shares held as of 09/10/2003 in a multi-fund 401(k) account to be settled for cash on a 1:1 basis upon the reporting person's termination of employement for any reason. Shares are acquired through regular periodic contributions and the reinvestment of dividend equivalents.
- 3. Phantom shares held in a multi-fund deferred compensation account to be settled for cash on a 1:1 basis upon the reporting person's termination of employment for any reason. Shares are acquired through regular periodic contributions and the reinvestment of dividend equivalents.

Remarks:

Scott N. Peters, Attorney in Fact for John W. Rowe

10/07/2003

** Signature of Reporting Person

Date

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).
- ** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.