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

[_] Check box if no longer subject of Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| Name and Address of Re | porting Person | k | | | | | | | |
|--|------------------|-----------------|---------------------------|----------------------------|-----|-----------|-----------------------|-----------------|------------------------|
| Leavitt | J. | | | ristian | | | | | |
| (Last) | (First | t) | (M | iddle) | | | | | |
| 121 | West Forsyth St | | | | | | | | |
| | (Stree | | | | | | | | |
| Jacksonville | FL | | | 2202 | | | | | |
| (City) | (State | | | Zip) | | | | | |
| O Tanana Nama and Tinhan | | | | | | | | | |
| Issuer Name and Ticker | | | 750) | | | | | | |
| | | | | | | | | | |
| IRS Identification Num | | | | | | | | | |
| 4. Statement for Month/Da | | | | | | | | | |
| | September 3 | | | | | | | | |
| 5. If Amendment, Date of | | | | | | | | | |
| | | | | | | | | | |
| ====================================== | ing Person to I | | | ======== | : | | | | |
| (Check all applicable) | | | | | | | | | |
| <pre>[_] Director [X] Officer (give tit</pre> | le below) | | 0% Owner ther (specify | below) | | | | | |
| | e President, Se | | | | | | | | |
| | | | | | | | | | |
| 7. Individual or Joint/Gr | oup Filing (Che | eck applicab | le line) | | | | | | |
| <pre>[X] Form filed by one [_] Form filed by mor</pre> | | | n | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| ====================================== | | | | | : | | | | |
| ======================================= | or Beneficial | lly Owned | | | : | | | | |
| | | | | | | | | | |
| | | | | | | | 5. Amount of | | |
| | | | | 4 | | | Securities | 6. | |
| | | | | 4. Securities Ac | | (A) or | Beneficially Owned | ship | |
| | 2. | 2A. Deemed | 3. Transaction | Disposed of ((Instr. 3, 4 | | | Following Reported | Form: Direct | 7. Nature of |
| 1. | Trans- action | Execution Date, | | ì | | | Trans- action(s) | (D) or | Indirect Beneficial |
| Title of Security | Date | if any | ì | | or | | (Instr. | (I) | O wnership |
| (Instr. 3) | (mm/dd/yy) | (mm/dd/yy) | Code V | Amount | (D) | Price | 3 & 4) | (Instr.4) | (Instr. 4) |
| | | | | | | | | | |
| Common Stock | 09/30/2002 | | D (1) | 7,297 | D | \$31.0000 | | D | |
| Common Stock | 09/30/2002 | | D (2) | 313 | D | \$31.0000 | | D | |
| Common Stock | 09/30/2002 | | Α | 1,370 | Α | (3) | | D | |
| Common Stock | 01/20/1999 | | Α | 1,494 | Α | \$22.2500 | | D | |
| | | - | · | | | - | · - | | · |
| | | | | | | | | | |

| Common Stock | 02/01/2000 | F | 1,472 | D | \$22.2500 | D |
|--------------|------------|---|-------|---|-----------|---|
| Common Stock | 01/01/2001 | Α | 4,313 | Α | (3) | D |
| Common Stock | 01/01/2001 | F | 17 | D | \$23.6900 | D |
| Common Stock | 02/01/2001 | F | 1,001 | D | \$23.6900 | D |
| Common Stock | 02/05/2001 | М | 1,299 | Α | \$19.8125 | D |

* If the Form is filed by more than one Departing Derson, one Instruction

* 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)

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

FORM 4 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| Section 17(a) of th | e Public Utility Holding Cor f) of the Investment Company | mpany Act of 1935 or |
|---|--|----------------------------------|
| [_] Check box if no longe may continue. See Ins | • • | orm 4 or Form 5 obligations |
| 1. Name and Address of R | | |
| Leavitt | J. | Christian |
| (Last) | (First) | (Middle) |
| 121 | West Forsyth Street, Suite | 200 |
| | (Street) | |
| Jacksonville | FL | 32202 |
| (City) | (State) | (Zip) |
| 2. Issuer Name and Ticke | | |
| | gency Centers Corporation (| REG) |
| | mber of Reporting Person, i | |
| 4. Statement for Month/D | | |
| | September 30, 2002 | |
| 5. If Amendment, Date of | Original (Month/Day/Year) | |
| ======================================= | ======================================= | |
| 6. Relationship of Repor (Check all applicable | | |
| <pre>[_] Director [X] Officer (give ti</pre> | | 9% Owner ther (specify below) |
| | ce President, Secretary and | |
| | roup Filing (Check applicab | |
| | e Reporting Person | n |

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

| 1. | 2. Trans- action | 2A. Deemed Execution Date, | 3. Transaction on Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) | | | 5. Amount of Securities Beneficially Owned Following Reported Trans- action(s) | 6. Owner- ship Form: Direct (D) or Indirect | 7. Nature of Indirect |
|---------------------------------|------------------------|-------------------------------------|--|---|---|-----------|-----------|--|---|-----------------------------|
| Title of Security (Instr. 3) | Date (mm/dd/yy) | if any | · | V | Amount | or (D) | Price | (Instr. ´ | (I) | Ownership (Instr. 4) |
| | | | | | | | | | | |
| Common Stock | 02/05/2001 | | F | | 1,114 | D | \$24.6900 | | D | |
| Common Stock | 02/05/2001 | | М | | 98 | Α | (3) | | D | |
| Common Stock | 02/05/2001 | | F | | 33 | D | \$24.6900 | | D | |
| Common Stock | 08/06/2001 | | M | | 3,652 | Α | \$21.0625 | | D | |
| Common Stock | 08/06/2001 | | F | | 3,295 | D | \$26.1900 | | D | |
| Common Stock | 08/06/2001 | | M | | 605 | А | (3) | | D | |
| Common Stock | 08/06/2001 | | F | | 321 | D | \$26.1900 | | D | |
| Common Stock | 09/27/2001 | | S | | 1,000 | D | \$24.7300 | | D | |
| Common Stock | 01/01/2002 | | Α | | 3,665 | А | (3) | | D | |

^{*} 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)

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

FORM 4 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| Section 17(a) of th | e Public Utility Holding Cor f) of the Investment Company | mpany Act of 1935 or |
|---|--|----------------------------------|
| [_] Check box if no longe may continue. See Ins | • • | orm 4 or Form 5 obligations |
| 1. Name and Address of R | | |
| Leavitt | J. | Christian |
| (Last) | (First) | (Middle) |
| 121 | West Forsyth Street, Suite | 200 |
| | (Street) | |
| Jacksonville | FL | 32202 |
| (City) | (State) | (Zip) |
| 2. Issuer Name and Ticke | | |
| | gency Centers Corporation (| REG) |
| | mber of Reporting Person, i | |
| 4. Statement for Month/D | | |
| | September 30, 2002 | |
| 5. If Amendment, Date of | Original (Month/Day/Year) | |
| ======================================= | ======================================= | |
| 6. Relationship of Repor (Check all applicable | | |
| <pre>[_] Director [X] Officer (give ti</pre> | | 9% Owner ther (specify below) |
| | ce President, Secretary and | |
| | roup Filing (Check applicab | |
| | e Reporting Person | n |

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

| 1. | 2. Trans- action | 2A. Deemed Execution Date, | 3. Transac Code (Instr. | | 4. Securities Acq Disposed of (D (Instr. 3, 4 a |) | A) or | 5. Amount of Securities Beneficially Owned Following Reported Trans- action(s) | ship Form: Direct (D) or | 7. Nature of Indirect Beneficial |
|---------------------------------|------------------------|-------------------------------------|----------------------------------|---|--|-----------|-----------|--|-----------------------------------|---|
| Title of Security (Instr. 3) | Date (mm/dd/yy) | if any (mm/dd/yy) | · | V | Amount | or (D) | Price | (Instr. 3 & 4) | (I) | Ownership (Instr. 4) |
| | | | | | | | | | | |
| Common Stock | 01/25/2002 | | F | | 241 | D | \$27.1000 | | D | |
| Common Stock | 02/07/2002 | | М | | 9,900 | Α | \$25.2500 | | D | |
| Common Stock | 02/07/2002 | | F | | 9,203 | D | \$28.7000 | | D | |
| Common Stock | 02/07/2002 | | М | | 10,955 | Α | \$22.2500 | | D | |
| Common Stock | 02/07/2002 | | F | | 9,514 | D | \$28.7000 | | D | |
| Common Stock | 02/07/2002 | | М | | 2,946 | Α | (4) | | D | |
| Common Stock | 02/07/2002 | | F | | 1,222 | D | \$28.7000 | | D | |
| Common Stock | 02/07/2002 | | F | | 44 | D | \$27.1000 | | D | |
| Common Stock | 03/07/2002 | | S | | 1,500 | D | \$28.9000 | | D | |

^{*} 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)

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

FORM 4 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| Section 17(a) of th | e Public Utility Holding Cor f) of the Investment Company | mpany Act of 1935 or |
|---|--|----------------------------------|
| [_] Check box if no longe may continue. See Ins | • • | orm 4 or Form 5 obligations |
| 1. Name and Address of R | | |
| Leavitt | J. | Christian |
| (Last) | (First) | (Middle) |
| 121 | West Forsyth Street, Suite | 200 |
| | (Street) | |
| Jacksonville | FL | 32202 |
| (City) | (State) | (Zip) |
| 2. Issuer Name and Ticke | | |
| | gency Centers Corporation (| REG) |
| | mber of Reporting Person, i | |
| 4. Statement for Month/D | | |
| | September 30, 2002 | |
| 5. If Amendment, Date of | Original (Month/Day/Year) | |
| ======================================= | ======================================= | |
| 6. Relationship of Repor (Check all applicable | | |
| <pre>[_] Director [X] Officer (give ti</pre> | | 9% Owner ther (specify below) |
| | ce President, Secretary and | |
| | roup Filing (Check applicab | |
| | e Reporting Person | n |

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

| | 2. Trans- | 2A. Deemed Execution | 3. Transac Code | ction | 4. Securities Acq Disposed of (D (Instr. 3, 4 a |) | (A) or | 5. Amount of Securities Beneficially Owned Following Reported Trans- | 6. Owner- ship Form: Direct (D) or | 7. Nature of Indirect |
|---------------------------------------|------------------------------|-------------------------------|-----------------------|---------|--|------------------|-----------------|---|------------------------------------|---------------------------------------|
| 1. Title of Security (Instr. 3) | action Date (mm/dd/yy) | Date, if any (mm/dd/yy) | (Instr. | 8) V | Amount | (A) or (D) | Price | action(s) (Instr. 3 & 4) | Indirect (I) (Instr.4) | Beneficial Ownership (Instr. 4) |
| Common Shoot | 00/07/0000 | | 0 | | 1 000 | | #00.0000 | | | |
| Common Stock | 03/07/2002 | | S | | 1,000 | D | \$28.8800 | | D | |
| Common Stock | 08/07/2002 | | S | | 6,500 | D | \$30.0600 | | D | |
| Common Stock | 08/07/2002 | | S | | 2,500 | D | \$30.0500 | | D | |
| Common Stock | 08/12/2002 | | М | | 20,000 | А | \$25.2500 | | D | |
| Common Stock | 08/12/2002 | | F | | 17,859 | D | \$30.9000 | | D | |
| Common Stock | 08/12/2002 | | М | | 6,000 | Α | \$25.2500 | | D | |
| Common Stock | 08/12/2002 | | F | | 5,358 | D | \$30.9000 | | D | |
| Common Stock | 08/12/2002 | | М | | 2,529 | Α | (4) | | D | |
| Common Stock | 08/12/2002 | | F | | 1,048 | D | \$30.9000 | | D | |

^{*} 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)

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| Section 17(a) of th | e Public Utility Holding Cor f) of the Investment Company | mpany Act of 1935 or |
|---|--|----------------------------------|
| [_] Check box if no longe may continue. See Ins | • • | orm 4 or Form 5 obligations |
| 1. Name and Address of R | | |
| Leavitt | J. | Christian |
| (Last) | (First) | (Middle) |
| 121 | West Forsyth Street, Suite | 200 |
| | (Street) | |
| Jacksonville | FL | 32202 |
| (City) | (State) | (Zip) |
| 2. Issuer Name and Ticke | | |
| | gency Centers Corporation (| REG) |
| | mber of Reporting Person, i | |
| 4. Statement for Month/D | | |
| | September 30, 2002 | |
| 5. If Amendment, Date of | Original (Month/Day/Year) | |
| ======================================= | ======================================= | |
| 6. Relationship of Repor (Check all applicable | | |
| <pre>[_] Director [X] Officer (give ti</pre> | | 9% Owner ther (specify below) |
| | ce President, Secretary and | |
| | roup Filing (Check applicab | |
| | e Reporting Person | n |

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

| | 2. Trans- | 2A. Deemed Execution | 3. Transaction Code | | | | | | ship Form: Direct (D) or | 7. Nature of Indirect |
|---------------------------------|------------------------------|-------------------------------|---------------------------|-------------|--------|------------------|-----------|--------------------------------|-----------------------------------|---------------------------------------|
| 1. Title of Security (Instr. 3) | action Date (mm/dd/yy) | Date, if any (mm/dd/yy) | (Instr. Code | 8) V | Amount | (A) or (D) | Price | action(s) (Instr. 3 & 4) | (I) | Beneficial Ownership (Instr. 4) |
| ii | | | | | | | | <u>-</u> | | |
| Common Stock | 08/12/2002 | | М | | 1,826 | Α | \$21.0625 | | D | |
| Common Stock | 08/12/2002 | | F | | 1,486 | D | \$30.9000 | | D | |
| Common Stock | 08/12/2002 | | М | | 446 | Α | (4) | | D | |
| Common Stock | 08/12/2002 | | F | | 185 | D | \$30.9000 | | D | |
| Common Stock | 08/12/2002 | | M | | 1,299 | Α | \$19.8125 | | D | |
| Common Stock | 08/12/2002 | | F | | 1,026 | D | \$30.9000 | | D | |
| Common Stock | 08/12/2002 | | M | | 254 | Α | (4) | | D | |
| Common Stock | 08/12/2002 | | F | | 105 | D | \$30.9000 | | D | |
| Common Stock | 08/12/2002 | | M | | 1,114 | Α | \$24.6900 | | D | |

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(Print or Type Responses)

(Over)

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

FORM 4 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| Section 17(a) of th | e Public Utility Holding Cor f) of the Investment Company | mpany Act of 1935 or |
|---|--|----------------------------------|
| [_] Check box if no longe may continue. See Ins | • • | orm 4 or Form 5 obligations |
| 1. Name and Address of R | | |
| Leavitt | J. | Christian |
| (Last) | (First) | (Middle) |
| 121 | West Forsyth Street, Suite | 200 |
| | (Street) | |
| Jacksonville | FL | 32202 |
| (City) | (State) | (Zip) |
| 2. Issuer Name and Ticke | | |
| | gency Centers Corporation (| REG) |
| | mber of Reporting Person, i | |
| 4. Statement for Month/D | | |
| | September 30, 2002 | |
| 5. If Amendment, Date of | Original (Month/Day/Year) | |
| ======================================= | ======================================= | |
| 6. Relationship of Repor (Check all applicable | | |
| <pre>[_] Director [X] Officer (give ti</pre> | | 9% Owner ther (specify below) |
| | ce President, Secretary and | |
| | roup Filing (Check applicab | |
| | e Reporting Person | n |

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

| 1. Title of Security | 2. Trans- action Date | 2A. Deemed Execution Date, if any | 3. Transact Code (Instr. | 8) | 4. Securities Acc Disposed of (I (Instr. 3, 4 a | (A) or | | 5. Amount of Securities Beneficially Owned Following Reported Trans- action(s) (Instr. | ship Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|-------------------------|--------------------------------|-----------------------------------|-----------------------------------|----|--|-----------|-----------|--|--|--|
| (Instr. 3) | (mm/dd/yy) | (mm/dd/yy) | Code | V | Amount | (D) | Price | 3 & 4) | (Instr.4) | (Instr. 4) |
| Common Stock | 08/12/2002 | | F | | 983 | D | \$30.9000 | | D | |
| Common Stock | 08/12/2002 | | М | | 121 | Α | (4) | | D | |
| Common Stock | 08/12/2002 | | F | | 50 | D | \$30.9000 | 39,140 | D | |

^{*} 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)

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

| 2. Common sion or Exe cismon print of Derivative ati Security Secu | r- e 3. ce Trans- action iv- Date ve (Month/ ur- Day/ | Execu- 1 tion a Date, if any (' (Month/ Day/ | 4. STrans- Aaction Code (Instr. (8) | Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) | 6. Date Exercisal Expiratio (Month/Da Date Exer- cisable | ole and on Date ay/Year) Expira- tion | 7. Title and of Under Securiting (Instr.: | lying es 3 and 4) | of Deriv- ative Secur- ity | 9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Reported Trans- action(s) (Instr. 4) | Deriv- ative Secur- ity: Direct (D) or In- direct (I) | Bene- ficial Owner- ship |
|--|---|---|-------------------------------------|---|--|---|---|-------------------------|--|--|---|-----------------------------------|
| Employee Stock Option (right to buy) \$31 | | | A | 6,769 | 09/03/02 | 01/13/07 | Common Stock | 6,769 | | 6,769 | D | |
| Employee Stock Option (right to buy) \$31 | .0000 09/30/0 | | A | 841 | 09/03/20 | 01/01/06 | Common Stock | 841 | | 841 | D | |
| Employee Stock Option (right to buy) \$26 | .9375 01/23/9 | 98 <i>I</i> | A | 5,940 | (5) | 12/23/08 | Common Stock | 5,940 | | 5,940 | D | |
| Employee Stock Option (right to buy) \$22 | .2500 12/15/9 | 98 / | Α | 14,607 | (6) | 12/15/08 | Common Stock | 14,607 | | 14,607 | D | |
| Employee Stock Option (right to buy) \$21 | | 99 <i>I</i> | Α | 7,304 | (6) | 07/29/09 | Common Stock | 7,304 | | 7,304 | D | |
| Employee Stock Option (right to buy) \$19 | .8125 12/14/9 | 99 <i>I</i> | Α | 5,196 | (6) | 12/14/09 | Common Stock | 5,196 | | 5,196 | D | |
| Employee Stock Option (right to buy) \$19 | .8125 02/05/6 | 91 N | M | 1,299 | (6) | 12/14/09 | Common Stock | 1,299 | | 3,897 | D | |

| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | Date | 3A. Deemed Execu- tion Date, if any (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) Code V | 5. Number of Derivative Securities Acquired (A or Disposed of(D) (Instr. 3, 4 and 5) (A) (D) | f Expira (Month Date Exer- | ion Date 'Day/Year) Expira- | of Under Securiti (Instr. | ies 3 and 4) Amount or Number of | Deriv- ative Secur- ity | 9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Reported Trans- action(s) (Instr. 4) | Derivative Security: Direct (D) or Indirect (I) | Nature of In- direct Bene- ficial Owner- ship |
|--|---|---------|--|---|--|---|--|---------------------------------|----------------------------------|----------------------------------|--|---|--|
| Employee Stock Option (right to buy) | \$24.6900 | 02/05/0 | 1 | A | 1,114 | 02/05/ | 01 12/14/0 | | 1,114 | | 1,114 | D | |
| Dividend Equivalent | 1 for 1 | 02/05/0 | 1 | М | | | ł) | Common Stock | 98 | | - | | |
| Employee stock option (right to buy) | \$21.0625 | 08/06/0 | 1 | М | | 52 (| 6) 07/29/0 | Common 9 Stock | | | 3,652 | D | |
| Employee Stock Option (right to buy) | | | | | 3,295 | 08/06/ | 07/29/0 | Common 9 Stock | 3,295 | | 3,295 | D | |
| Dividend Equivalent | | | | | 66 |)5 (| ······································ | Common Stock | 605 | | - | | |
| Employee Stock Option (right to buy) | | | | | | (| 6) 12/14/1 | Common 1 Stock | 3,054 | | 3,054 | D | |
| Employee Stock Option (right to buy) | \$25.2500 | 02/07/0 | 2 | M | 9,96 | 00 (| 6) 01/15/0 | Common 7 Stock | | | - | | |

| 1. Title of Derivative Security (Instr. 3) | | action Date | if any (Month/ Day/ | 4. Trans- action Code (Instr. | 5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) (A) (D) | Expiration (Month/Date Date Exer- | ble and on Date ay/Year) | of Under Securiti (Instr. | es 3 and 4) Amount or Number of | Deriv- ative Secur- ity | Reported | Derivative Security: Direct (D) or Indirect (I) | Nature of In- direct Bene- ficial Owner- ship (Instr. |
|--|-----------|----------------|---------------------------|---|---|-----------------------------------|--------------------------------|---------------------------------|---------------------------------|----------------------------------|----------|---|---|
| Employee Stock Option (right to buy) | | | | | 9,203 | 02/07/02 | 01/15/07 | Common Stock | 9,203 | | 9,203 | D | |
| Employee Stock Option (right to buy) | \$22.2500 | 02/07/0 | 12 | М | 10,955 | (6) | 12/15/08 | | 10,955 | | | D | |
| Employee Stock Option (right to buy) | \$28.7000 | 02/07/0 | 02 | | | | 12/15/08 | Common | | | 9,514 | D | |
| Dividend Equivalent | | | | М | 2,946 | (4) | | Common Stock | 2,946 | | - | | |
| Employee Stock Option (right to buy) | | | | | 20,000 | (5) | 01/13/07 | Common Stock | 20,000 | | - | | |
| Employee Stock Option (right to buy) | | | | | 17,859 | 08/12/09 | 01/13/07 | Common Stock | 17,859 | | 17,859 | D | |
| Employee Stock Option (right to buy) | \$25.2500 | 08/12/0 | 2 | M | 6,000 | (5) | 01/14/07 | Common 7 Stock | 6,000 | | <u>-</u> | | |

| 1. Title of Derivative Security | 2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ | 3A. Deemed Execu- tion Date, if any (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) | Expiration (Month/Da | ble and on Date ay/Year) Expira- tion | of Under Securiti (Instr. | | 8. Price of Deriv- ative Secur- ity (Instr 5) | 9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Reported Trans- action(s) (Instr. 4) | Derivative Security: Direct (D) or Indirect (I) | Bene- ficial |
|--|---|---|--|---|---|----------------------|---|---------------------------------|-------|---|--|---|-----------------|
| Employee Stock Option (right to buy) | \$30.9000 | 08/12/02 | 2 | A | 5,358 | 08/12/02 | 01/14/07 | Common 7 Stock | 5,358 | | 5,358 | D | |
| Dividend Equivalent | 1 for 1 | 08/12/02 | 2 | M | 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 9 Stock | 1,826 | | 1,826 | D | |
| Employee Stock Option (right to buy) | \$30.9000 | 08/12/0; | 2 | A | 1,486 | 08/12/02 | 07/29/09 | Common 9 Stock | 1,486 | | 1,486 | D | |
| Dividend Equivalent | 1 for 1 | 08/12/02 | 2 | M | 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 9 Stock | 1,299 | | 2,598 | D | |
| Employee Stock Option (right to buy) | \$30.9000 | 08/12/20 | 002 | A | 1,026 | 08/12/02 | 12/14/09 | Common 9 Stock | 1,026 | | 1,026 | D | |
| Dividend Equivalent | 1 for 1 | 08/12/02 | 2 | M | 254 | (4) | | Common Stock | 254 | | - | | |
| Employee Stock Option (right to buy) | \$24.6900 | 08/12/0; | 2 | М | 1,114 | 02/05/01 | 12/14/09 | Common 9 Stock | 1,114 | | - | | |
| Employee Stock Option (right to buy) | \$30.9000 | 08/12/0 | 2 | A | 983 | 08/12/02 | 12/14/09 | Common 9 Stock | 983 | | 983 | D | |

| | 2. | | | | | | | | | | 9. Number of Deriv- ative | owner- ship Form | |
|------------|---------|---------|---------|---------|--------------|----------|----------|----------|-----------|--------|------------------------------------|------------------------|---------|
| | Conver- | | | | 5. | | | 7. | _ | | Secur- | Deriv- | 11. |
| | sion | | | | Number of | | | | nd Amount | | ities | ative | Nature |
| | or | | 3A. | | Derivative | 6. | | of Under | , , | 8. | Bene- | Secur- | of |
| | Exer- | | Deemed | 4. | Securities | Date | | Securiti | | Price | ficially | ity: | In- |
| | cise | 3. | Execu- | Trans- | Acquired (A) | Exercisa | ble and | (Instr. | 3 and 4) | of | 0wned | Direct | direct |
| | Price | Trans- | tion | action | or Disposed | Expirati | on Date | | | Deriv- | Following | (D) or | Bene- |
| 1. | of | action | Date, | Code | of(D) | (Month/D | ay/Year) | | Amount | ative | Reported | In- | ficial |
| Title of | Deriv- | Date | if any | (Instr. | (Instr. 3, | | | | or | Secur- | Trans- | direct | Owner- |
| Derivative | ative | (Month/ | (Month/ | 8) | 4 and 5) | Date | Expira- | | Number | ity | action(s) | (I) | ship |
| Security | Secur- | Day/ | Day/ | | | Exer- | tion | | of | (Instr | (Instr. | (Instr. | (Instr. |
| (Instr. 3) | ity | Year) | Year) | Code V | (A) (D) | cisable | Date | Title | Shares | 5) | 4) | 4) | 4) |
| Dividend | | | | | | | | Common | | | | | |
| Equivalent | 1 for 1 | 08/12/0 | 2 | M | 121 | (4) | | Stock | 121 | | - | | |

10.

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.
- 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 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.