

Edgar Filing: RODGERS MATTHEW - Form 4

Explanation of Responses:

*25% shall vest on each of 01/14/03, 01/14/04, 01/14/05 and 01/14/06.

/s/ Gary Kocher

10/30/02

**Signature of Reporting Person
Gary Kocher, Attorney in fact

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.

<http://www.sec.gov/divisions/corpfin/forms/form4.htm>

Last update: 09/05/2002