COLE DANIEL F Form 4 February 19, 2003

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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OMB APPROVAL

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(h) of the Investment Company Act of 1940

Filed By Romeo and Dye's Section 16 Filer www.section16.net

Name and Address of Cole, Daniel F.					and Ticker ration AE	Per	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (Firs	of Reporting Person,					4. Statement for Month/Day/Year February 19, 2003			Director Officer (give title below) Officer (give title below) Other (specify below) President and Director of Subsidiary					
(Stro							Date of (Month	mendment, TOriginal n/Day/Year)	7. I (Ch X F Per _ F Re _l	Individual or Joint/Group Filing Check Applicable Line) Form filed by One Reporting erson Form filed by More than One eporting Person				
(City) (Sta			Table I Non-Derivative Securities Acquired, Dis											
1. Title of Security (Instr. 3)	2. Trans- action Executio Date Date, (Month/ Day/ if any Year) (Month/D Year)		on action Code (Instr. 8)			4. Securiti (A) or Dis (Instr. 3, 4	posed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s)		6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							(D)		(Instr. 3 & 4)					
Common Stock, \$.01 Par Value										148	D			
Common Stock, \$.01 Par Value										1,382	I	By 401(k)		
Common Stock, \$.01 Par Value										1,404	I	By ESOP		
Common Stock, \$.01 Par Value										3,749	D			
Common Stock, \$.01 Par Value										4,197	D			
Common Stock, \$.01 Par Value	02/14/03			A		4,227 (1)	A	\$39.41		4,227	D			

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

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^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3.	3A.	4.	5.		6. Date Exerc	isable	7. Title and		8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Nun	nber	and Expiratio	n	Amount of		Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of		Date		Underlying		Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Der	ivati	(MeIonth/Day/		Securities		(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Seci	uriti	X ear)		(Instr. 3 & 4)			Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Acq	uire	d					Following	ative	
		Day/	Day/	8)	(A)	or						Reported	Security:	
		Year)	Year)		Dis	ose	d					Transaction(s)	Direct	
					of (l							(Instr. 4)	(D)	
												(1115111 1)	or	
					(Ins	tr.							Indirect	
					3, 4	&							(I)	
					5)								(Instr. 4)	
				Code V	(A)	(D)	Date	Expira-	Title	Amount				
								tion		or				
								Date		Number				
										of				
										Shares				
Stock									Common			48,550	D	
Option									Stock			,		
1									\$.01 Par					
									Value					

Explanation of Responses:

(1) Grant of restricted stock.

By: /s/ G. L. Waters
G. L. Waters, Asst. Secy. for Daniel F. Cole

**Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).