

BROWN J POWELL
Form 5
February 05, 2003

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

OMB APPROVAL
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Form 3 Holdings Reported

Form 4 Transactions Reported

| | | | | | | | | | | | |
|--|---------|----------|---|--|--|---|---|-----|--|--|---|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| Brown J Powell | | | BRO | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Regional Executive Vice President | | | | |
| | | | | | | | | | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | 4. Statement for Month/Year | | 7. Individual or Joint/Group Reporting (check applicable line) | | | | |
| 460 Virginia Drive | | | | | December/2002 | | | | | | |
| (Street) | | | | | 5. If Amendment, Date of Original (Month/Year) | | <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | | | | | | | | | |
| | | | Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
| 1. Title of Security (Instr. 3) | | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock, \$.10 par value | | | 12/3/02 | | G | 650 | A | N/A | 470,793 | D | |
| Common Stock, \$.10 par value | | | | | | | | | 26,210 | I(1) | Stock Performance Plan |
| Common Stock, \$.10 par value | | | | | | | | | 4,844 | I(2) | 401(k) Plan |
| Common Stock, \$.10 par value | | | 12/3/02 | | G | 295 | A | N/A | 1,295 | I(3) | Children |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
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* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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| FORM 5 (continued) | 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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr.8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Options(a) | 9.6719 | | | | | | 4/21/03(b) | 4/20/10 | Common Stock | 10,340 | N/A | | D | N/A |
| | | | | | | | 4/21/04 | 4/20/10 | Common Stock | 10,340 | | | | |
| | | | | | | | 4/21/05 | 4/20/10 | Common Stock | 10,340 | | | | |
| | | | | | | | 4/21/06 | 4/20/10 | Common Stock | 8,980 | | 40,000 | | |
| | | | | | | | | | | | | | | |
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Explanation of Responses:

(1) These securities were granted at various dates throughout the year pursuant to the Company's Stock Performance Plan based on the satisfaction of conditions contained in the plan. The reporting person has no entitlements with respect to these shares, but full ownership will not vest until the satisfaction of additional conditions.

(2) These securities were acquired on a periodic basis pursuant to an employee benefit plan.

(3) Reporting person disclaims beneficial ownership of securities owned by children who share reporting person's household. This report shall not be deemed an admission of ownership for the purpose of Section 16 or for any other purpose.

(a) Granted by the Compensation Committee of the Board Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan") effective April 21, 2000. Continued service with Company as specified in the Plan.

(b) Due to the satisfaction of conditions established pursuant to the Plan, the vesting of these options will be accelerated, so that 10,340 options will vest and become exercisable.

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/S/ J. POWELL BROWN

2/4/03

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

**Signature of Reporting Person

Date

J. Powell Brown

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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