

Edgar Filing: BRYAN JOHN H - Form 4

[] Form filed by More than One Reporting Person

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

1.	2.	2A.	3.	4.	5.
Title of Security (Instr. 3)	Transaction Date (Month/Day/Year)	Deemed Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount or Price (A) or (D)

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).

FORM 4 (continued)

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

1.	2.	3.	3A.	4.	5.	6.	7.
Title of Derivative Security (Instr. 3)	Transaction Date (Month/Day/Year)	Deemed Date, if any (MM/DD/YY)	Transaction Code (Instr. 3, 4 and 5)	Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	Number of Securities (Instr. 3, 4 and 5)	Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	12/13/02	A		900	(1) (1)	Common Stock 900
Nonqualified Stock options (right to buy)	\$78.87	12/13/02	A		6,000	(2) 11/30/12	Common Stock 6,000

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Explanation of Responses:

(1): These Restricted Stock Units vested immediately upon grant and the shares of Common Stock underlying these Restricted Stock Units will be deliverable, without the payment of any consideration, on the last business day in May in the year following the retirement of the Reporting Person from the Issuer's Board of Directors.

(2): These Stock Options vested immediately upon grant and become exercisable on the earlier of (i) the date the Reporting Person ceases to be a director of the Issuer and (ii) January 2006.

By: /s/ Roger S. Begelman

December 17, 2002

**Signature of Reporting Person
Attorney-in-fact

Date

** 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 procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b)(4) of Regulation S-T.