Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB Number: 3:	
OWID MUTIDEL.	235-0287
Expires: Dece	mber 31, 2014

OMB APPROVAL

	OMB Number:	3235-0287		
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	Expires:	December 31, 2014		
	Estimated average burden			
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940	hours per response:	0.5		

1. Name and Address of Reporting Person* <u>CARLILE THOMAS E</u>								cker or Tradi DE COI				lationship of ck all applical Director	ole)) Perso	10% Ov	vner		
(Last)	(F	First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 07/15/2003							X	below)	,	Other (sp below) nt & Controller		specify	
(Street)					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(City)	(5	State)	(Zip)									X	X Form filed by One Reporting Person Form filed by More than One Reporting					
		Т	able I - Non-D	eriva	tive S	ecuriti	es A	cquired,	Dis	posed of	, or Ben	eficially	Owned					
Date			Transac ite onth/Da		2A. Deemed Execution Date, if any (Month/Day/Yea		Transaction Code (Instr.		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			Securities Beneficial Owned Fo		Form:	Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D)	Price	Price Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
			Table II - De (e.					quired, D ts, option					wned					
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. Transa Code 8)			e s I (A) sed str.	Expiration D	Date Exercisable and tpiration Date lonth/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti	re es ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership ct (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	Amount or Number of Shares		(Instr. 4)				
Phantom Stock Units	0(1)	07/15/2003		A		43.9595		08/08/1988	2) 0	8/08/1988 ⁽³⁾	Common Stock	43.9595	\$21.5	6,344.8	3217	D		

Explanation of Responses:

- 1. Each phantom stock unit is equal in value to one share of the company's common stock.
- 2. Vested in participant stock units (and related dividend equivalent stock units) at all times. Company matching stock units (and related dividend equivalent stock units) vest as follows: (a) 100% upon participant's death, disability, or early or normal retirement; (b) 100% upon a change in control of the company; (c) 100% upon involuntary termination for reasons other than disciplinary reasons or termination as a result of the sale or permanent closure of a company facility, operating unit, or division; and (d) 20% on each anniversary of the date account was first credited with stock units under the plan. 20% is cumulative -- after 5 years, participant is completely vested in all stock units in his or her account, including any stock units allocated to the account in the future.
- 3. Shares of phantom stock are payable in shares of common stock in accordance with the participant's Deferred Compensation Distribution Election Agreement, except in the case of a change in control, in which case payment may be made in either cash or stock.

Thomas E. Carlile 07/16/2003

** Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.