FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL |
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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 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* MCGEE ROBERT M | | | | | er Name and Ticke CIDENTAL P | | | | | tionship of Reporting all applicable) Director | 10% (| Owner | | |
|--|---------|--|-----------|---|---|----------|------------------------------|--------------|---------------|---|---|---|------------|--|
| (Last) (First) (Middle) | | | | | e of Earliest Transa /2003 | ction (M | onth/[| Day/Year) | X | Officer (give title below) Vice F | Other (specify below) resident | | | |
| (Street) | | | | | nendment, Date of | Original | Filed | (Month/Day/Y | Line) | ' | | | | |
| (City) | (State) | (Zip) | | | | | | | X | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | | Table I - No | n-Deriva | ative S | Securities Acq | uired, | Dis | posed of, | or Ben | eficially | 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 Disposed Of | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |
| Common Sto | ock | | 05/21/2 | 2003 | | M | | 4,324 | Α | 23.125 | 7,800 | D | | |
| Common Sto | ock | | 05/21/2 | 2003 | | S | | 3,215 | D | 31.3822 | 4,585 | D | | |
| Common Sto | ock | | 05/21/2 | 2003 | | М | | 5,676 | Α | 23.125 | 10,261 | D | | |
| Common Sto | ock | | 05/21/2 | 2003 | | S | | 5,676 | D | 31.3822 | 4,585 | D | | |
| Common Sto | ock | | 05/21/2 | 2003 | | М | | 4,102 | Α | 24.375 | 8,687 | D | | |
| Common Sto | ock | | 05/21/2 | 2003 | | S | | 3,213 | D | 31.3822 | 5,474 | D | | |
| Common Sto | ock | | 05/21/2 | 2003 | | М | | 10,898 | Α | 24.375 | 16,372 | D | | |
| Common Sto | ock | | 05/21/2 | 2003 | | S | | 10,898 | D | 31.3822 | 5,474 | D | | |
| | | Table II | - Derivat | ive Se | curities Acqu | ired, [| Disp | osed of, o | Bene | ficially O | wned | | | |

(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. Transa Code (8) | | of Deri Sec Acq (A) (Disp of (I | umber vative urities uired or oosed o) (Instr. and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|--|---|--|--------------------|---|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee stock option (right to buy) | 23.125 | 05/21/2003 | | M | | | 4,324 | 04/27/1996 ⁽¹⁾ | 04/27/2005 | Common Stock | 4,324 | \$23.125 | 0 | D | |
| Employee stock option (right to buy) | 23.125 | 05/21/2003 | | М | | | 5,676 | 04/27/1996 ⁽¹⁾ | 05/27/2005 | Common Stock | 5,676 | \$23.125 | 0 | D | |
| Employee stock option (right to buy) | 24.375 | 05/21/2003 | | М | | | 4,102 | 07/10/1997 ⁽²⁾ | 07/10/2006 | Common Stock | 4,102 | \$24.375 | 10,898 | D | |
| Employee stock option (right to buy) | 24.375 | 05/21/2003 | | M | | | 10,898 | 07/10/1997 ⁽²⁾ | 07/10/2006 | Common Stock | 10,898 | \$24.375 | 0 | D | |

Explanation of Responses:

- 1. The option vested in three equal annual installments beginning on April 27, 1996.
- $2.\ The\ option\ vested\ in\ three\ equal\ annual\ installments\ beginning\ on\ July\ 10,\ 1997.$

/s/ CHRISTEL H. PAULI,

Attorney-in-Fact for Robert M. 05/22/2003

McGee

** Signature of Reporting Person

- * 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.