



Edgar Filing: SCHMIDT CARL G - Form 4

7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
- Form filed by more than one Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
		Code	V	Amount	(A) or (D)
Common Stock	11/13/02	A		2,400	A \$32.49

\*These securities become exercisable as follows: 30% upon the first anniversary date of the grant date of the grant; and 100% upon the third anniversary date of the grant.

\* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

(Over)

FORM 4 (continued)

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

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$31.06				* 5/1/11	Common Stock 20,000
Employee Stock Option (Right to Buy)	\$35.46				* 11/14/11	Common Stock 20,000
Employee Stock Option (Right to Buy)	\$32.49	11/13/02	A	20,000	* 11/13/12	Common Stock 20,000

Explanation of Responses:

\_\_\_\_\_  
 Lane & Waterman, By Edmund H. Carroll, Jr.,  
 signing on behalf of Reporting Person under  
 Power of Attorney  
 \*\*Signature of Reporting Person

11/13/02  
 \_\_\_\_\_  
 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.

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If space provided is insufficient, see Instruction 6 for procedure.

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