KILBURN E MILES

Form 4 April 23, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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1. Name and Ad			me and Tic	ker or T	P	6. Relationship of Reporting Person(s)						
Kilburn E Mile: (Last) 2525 Horizon L						Statement for onth/Day/Year ril 23, 2003	10 X	to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below)				
								xecutive Vice resident				
	(Street)		1]				5. If Amendment,		7. Individual or Joint/Group Filing		
Memphis, TN 3						Date of Original (Month/Day/Year)		(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(City) (State) (Zip)					erivati	spose	posed of, or Beneficially Owned				
1. Title of 2. Trans- Security action Date (Month/ D Year)		2A. Deemed Execution Date, if any (Month/Day/			4. Securition (A) or Disposition (Instr. 3, 4) Amount	posed o		5. Amount of Securities Beneficially Owned Following Reported		6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Year) (Information Day)						Transactions(s) (Instr. 3 & 4)		(211041. 1)	(2000)		
Commmon Stock									0			

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g., puts, calls, warrants, options, convertible securities)

	(c.g., puts, cans, warrants, options, convertible securities)													
	1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nat		
	Derivative	sion or	action	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indir		
	Security	Exercise	Date	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Benefic		
		Price of		Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Owners		
	(Instr. 3)	Derivative	(Month/	if any		Acquired	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4		
		Security	Day/	(Month/	(Instr.	(A) or				Following	ative			
			Year)	Day/	8)	Disposed of				Reported	Security:			
•		1	•	1	•	1	1	1	1	<u></u>		1		

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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			Year)			(D) (Instr. 3, 4 & 5)							(Instr. 4)	Direct (D) or Indirect	
				Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date		Amount or Number of Shares			(I) (Instr. 4)	
Incentive Stock Options	5.1050							5/3/01	5/3/10	Common	0	5.1050			
Incentive Stock Options	21.7188							2/1/02	2/1/11	Common	200,000	21.7188			
Incentive Stock Options	33.3500							3/4/03	3/4/12	Common	125,000	33.3500			
Incentive Stock Options	10.2900	3/6/03		A		100,000		3/6/04	3/6/13	Common	100,000	10.2900			
Incentive Stock Options	11.8700	4/01/03		A		25,000		04/01/04	04/01/13	Common	25,000	11.8700			
Incentive Stock Options	11.8700	04/01/03		A		13,888		04/01/04	04/01/13	Common	13,888	11.8700	463,888	D	

Explanation of Responses:

By: /s/ <u>E. Miles Kilburn</u> Charlene Kraft 04/23/2003 Date

**Signature of Reporting Person

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