

NICHOLSON S SCOTT

Form 3

October 15, 2002



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\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

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**Table I Non-Derivative Securities Beneficially Owned**[illegible]

**Table II Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exer-cisable	Expi-ration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	(1)	5/30/04	Common Stock	1,000	\$24.8125 D
Employee Stock Option (Right to Buy)	(2)	5/30/04	Common Stock	1,000	\$24.8125 D
Employee Stock Option (Right to Buy)	(3)	9/5/06	Common Stock	4,000	\$16.3750 D
Employee Stock Option (Right to Buy)	(4)	8/10/09	Common Stock	1,600	\$11.7188 D
Employee Stock Option (Right to Buy)	(5)	9/5/10	Common Stock	3,000	\$15.4100 D

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**Explanation of Responses:**

- (1) Grant of stock option under the 1985 Plan which vested at 25% per year beginning on 6/1/95.
- (2) Grant of stock option under the 1985 Plan. The option becomes exercisable in 10% increments subject to certain performance requirements.
- (3) Grant of stock option under the 1996 Plan which vested at 25% per year beginning on 9/7/97.
- (4) Grant of stock option under the 1999 Plan which vests at 25% per year beginning on 8/11/00.
- (5) Grant of stock option under the 2000 Plan which vests at 25% per year beginning on 9/6/01.

/s/ S. SCOTT  
NICHOLSON

10/15/02

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\*\*Signature of Reporting  
Person

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Date

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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).

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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