POON JOSEPH CH

Form 4

January 21, 2003

FORM 4

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

See Instruction 1(b).

(Print or Type Responses)

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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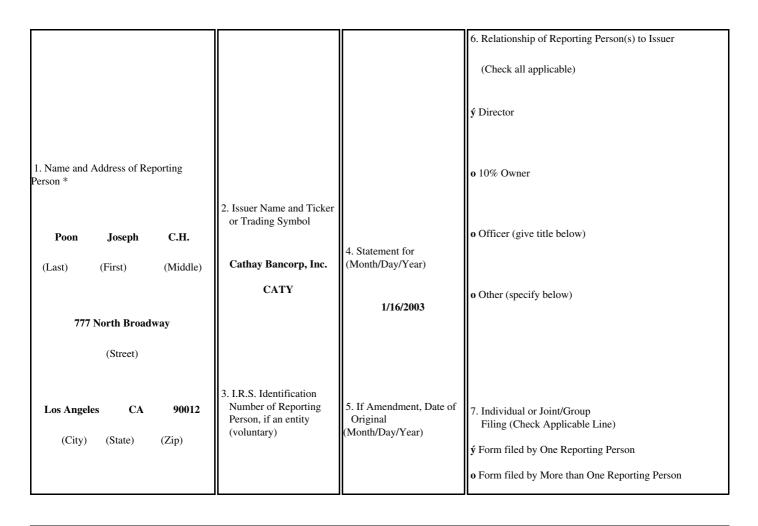


Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/	2A. Deemed Execution Date, if any (Month/Day/ Year)		4. Securities Acquired (A) or Disposed of (D)	Owned Following	Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Common Stock							23,220	D	
		Code	V	Amount	(A) or (D)	Price			

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

								<u></u>					<u></u>		
	2.			4. Transactik		(Instr. 3, 4		Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Securities Beneficially	10. Ownership Form of Derivative	
Derivative Security	re Price of Date	Date (Month/Day/	3A. Deemed Execution Date, if any (Month/Day/ Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date		or Number	8. Price of Derivative Security	Following Reported Transaction(s)	or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Option *	\$16.50							(1)	9/17/08	C	1,000		1,000	D	
Option *	\$21.25							(2)	1/20/10	C	1,000		1,000	D	
Option *	\$30.095							(3)	1/18/11	C	1,000		1,000	D	
Option *	\$32.55							(4)	2/21/12	C	1,000		1,000	D	
Option	\$39.85	1/16/03		A		1,900		(5)	1/16/13	C	1,900		1,900	D	

Explanation of Responses:

- * Previously reported.
- (1) The option vests in 5 equal annual installments beginning 9/17/99.
- (2) The option vests in 5 equal annual installments beginning 1/20/01.
- (3) The option vests in 5 equal annual installments beginning 1/18/02.
- (4) The option vests in 5 equal annual installments beginning 2/21/03.
- (5) The option vests in 5 equal annual installments beginning 1/16/04.

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/s/ Joseph C.H. Poon	1/21/03
** Signature of Reporting Person	Date
Reminder: Report on a separate line for each class of securities beneficially owned direct	ly or indirectly.
* If the form is filed by more than one reporting person, <i>see</i> 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 i	insufficient, see Instruction 6 for procedure.
http://www.sec.gov/divisions/corpfin/forms/form4.htm	
Last update: 09/05/2002	