



**Edgar Filing: ITRI LORETTA M - Form 4**

=====  
 6. Relationship of Reporting Person (s) to Issuer (Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Exec. VP Clinical Research & Development

=====  
 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.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4.<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5.<br>Amount<br>Sec<br>Ben<br>Own<br>of<br>(In<br>and |
|---------------------------------------|---|---|--|---|
|                                       |   | Code    V                               | Amount    or    Price<br>(A)                    (D)                        |   |
| Common Stock, par value \$.001        |   |   |  | 1,0   |
| Common Stock, par value \$.001        |   |   |  | 5,9   |
|                                       |   |   |  |   |
|                                       |   |   |  |   |
|                                       |   |   |  |   |

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

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

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.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>Action<br>Code<br>(Instr.<br>8)<br>-----<br>Code V | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expira-<br>tion<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares | 8.<br>Pr<br>of<br>De<br>at<br>Se<br>it<br>(I<br>5) |
|--|---|--|--|---|---|--|--|
| Options to<br>acquire Common<br>Stock (4)              | \$7.861   | 1/28/03  | A  |   | 1/28/04 1/28/13   | Common<br>Stock,<br>par value<br>\$.001  | 30,000   |

Explanation of Responses:

- (1) Does not include 35,800 shares held by the Reporting Person's spouse's individual retirement account.
- (2) Held by the Reporting Person's individual retirement account.
- (3) Shares issued to Reporting Person as a hiring bonus, at the April 28, 2001 closing market price of \$8.34 per share.
- (4) These options were granted as part of an annual bonus. These options vest equally over the next four (4) years.

/s/ Loretta M. Itri

February 6, 2003

\*\* Signature of Reporting Person

Date

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

\* 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.