CONGEMI RONALD V

Form 4 April 23, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

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

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Add Congemi Ronald			me and Ticl	ker or T	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
(Last) 2525 Horizon La	of Repor	rting	ntification N Person, voluntary)	Number	Mo	Statement for onth/Day/Year ril 23, 3003	10 X	Director Owner Officer (give the the officer)					
										resident of Sta	<u>ır</u>		
	(Street)		 				5. I	. If Amendment,		7. Individual or Joint/Group Filing			
Memphis, TN 38						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)	(State) (Zip)	Table I Non-Derivative Securities Acquired, I							Disposed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Constr. 8	Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	osed o		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)			7. Nature of Indirect Beneficial Ownership (Instr. 4)		
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)

_			()	egi, pares,	•••••	1002 2 0022009	options, converti	, , , , , , , , , , , , , , , , , , ,				
	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. Natu
	Derivative	sion or	action	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indire
	Security	Exercise	Date	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Benefici
		Price of		Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownersh
	(Instr. 3)	Derivative	(Month/	if any		Acquired	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
		Security		(Month/	(Instr.	(A) or				Following	ative	
			Year)	Day/	8)	Disposed				Reported	Security:	

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

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			Year)			of (D) (Instr. 3 & 5)	3, 4						Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
				Code	V	(A)		Date Exer-cisable	Expira- tion Date		Amount or Number of Shares				
Incentive Stock Options	5.1050							5/3/2001	5/3/2010	Common		5.1050			
Incentive Stock Options	21.7188							2/1/2002	2/1/2011	Common	400,000	21.7188			
Incentive Stock Options	33.3500							3/4/2003	3/4/2012	Common	125,000	33.3500			
Incentive Stock Options	11.8700	4/1/2003		A		50,000		4/1/04	4/1/13	Common	50,000	11.8700			
Incentive Stock Options	11.8700	4/1/2003		A		11,574		4/1/04	4/1/13	Common	11,574	11.8700	586,574	D	

Explanation of Responses:

By: /s/ Ronald V. Congemi Charlene Kraft <u>04/23/2003</u> 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).