

Edgar Filing: SANDERSON ROBERT BUCK - Form 5

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

(1) As co-executor of the Estate of Dewey R. Sanderson, Jr.

(2) Allocated to the account of Robert Buck Sanderson in the Company's ESOP.

FORM 5 (continued)

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

=====

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
--	---	--	---	---	---	--	--	--

Employee Stock Options (Right to buy)	\$ 7.46875	4/24/00		A	2,250	4/24/01*	4/23/10	Common Stock	2,250
---	------------	---------	--	---	-------	----------	---------	-----------------	-------

Employee Stock Options (Right to buy)	\$18.55	7/25/02		A	4,000	7/25/03*	7/24/12	Common Stock	4,000
---	---------	---------	--	---	-------	----------	---------	-----------------	-------

Edgar Filing: SANDERSON ROBERT BUCK - Form 5

=====
Explanation of Responses:

Options vest 25% on the date indicated, and continue to vest at the rate of 25% per year on each anniversary date until fully vested.

/s/Robert Buck Sanderson

January 28, 2003

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.