



4. Securities Acquired (A)  
or Disposed of (D)  
(Instr. 3, 4 & 5)

5. Amount of Securities  
Beneficially Owned at  
the end of Issuer's  
Fiscal Year  
(Instr. 3 & 4)

6. Ownership  
Form:  
Direct (D)  
or Indirect (I)  
(Instr. 4)

7. Nature of Indirect  
Beneficial Ownership  
(Instr. 4) Amount(A) or (D)

Price

**Common Shares, \$5 par value**

&nbsp;

&nbsp;

**11,458 shs**  
**See Note 1**

**D**





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

**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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date				Title
Options to Purchase	\$18.45	2/26/2002		A	2,500		See Note 2	2/26/2012	NU Common Shares, \$5 par	2,500	N/A	10,000

Explanation of Responses:

Note 1. Includes shares receipt of which has been deferred.

Note 2. 50 percent on 2/26/2002, 50 percent on 2/26/2003.

/s/ **Raymond L. Golden, by O. Kay Comendul**  
**POA**

**February 5, 2003**  
 Date

\*\*Signature of Reporting Person

\*\*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.