VAN FLEET BRUCE

Form 4

February 03, 2003

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Ad Van Fleet R. Br			ame and T			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) 1601 Market St	of Rep	orti	lentification ng Person, (voluntary			4. Statement for Month/Day/Year 02/03/2003		X Director 10% Owner X Officer (give title below) Other (specify below)					
										<u>Sr. Vice</u> President			
(Street) Philadelphia, PA 19103								5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)		Tab	le I Non	-Deriv	ative S	Securities Acquired	l, Dispo	osed of, or Be	neficially Owned		
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/	Execution Date,	3. Transaction Code (Instr. 8		4. Securiti (A) or Dis (Instr. 3, 4	es Acq posed	uired	5. Amount of Securities Beneficially Owned Follow-		6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Year)	(Month/Day/ Year)	Code V		Amount (A) or (D)		Price	ing Reported Transactions(s) (Instr. 3 & 4)		(Instr. 4)			
common stock									2833	D			
common stock									603	I	owned by 401k stock fund		

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)

(cig.) pass, cans, warrants, options, convertible securities)													
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. Nature		
Derivative	sion or	action	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect		
Security	Exercise	Date	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Beneficial		
	Price of		Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownershij		

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

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(Instr. 3)	Derivative Security	Day/ Year)	if any (Month/ Day/ Year)	(Instr. 8)		Acquir (A) or Dispos of (D) (Instr. & 5)	sed	Year)		(Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)		(Instr. 4)
				Code	V	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares		(I) (Instr. 4)	
stock option	35.79	01/30/03		A		15000		01/30/04 ⁽¹⁾		common stock	15000	15000	D	

Explanation of Responses:

(1) options vest proportionately over four years beginning on the first anniversary of the grant

By: /s/ Howard S. Yaruss
Howard S. Yaruss (POA) Atty-in-fact
**Signature of Reporting Person

Date

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).