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

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(f) OF THE
INVESTMENT COMPANY ACT OF 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES

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(f) of the
Investment Company Act of 1940

(1) Grant under the Company’s Directors’ Stock Option Plan. Option is exercisable in two equal annual installments on each of the
first two anniversaries of the date of grant.

Reporting Owners
**Signatures**

By: By Patrick M. Meehan, Assistant General Counsel 7/2/2003

* Signature of Reporting Person
** Date

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


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.