#### JOHNSON JOEL W

Form 4

December 04, 2002

### FORM 4

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

(Print or Type Responses)

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

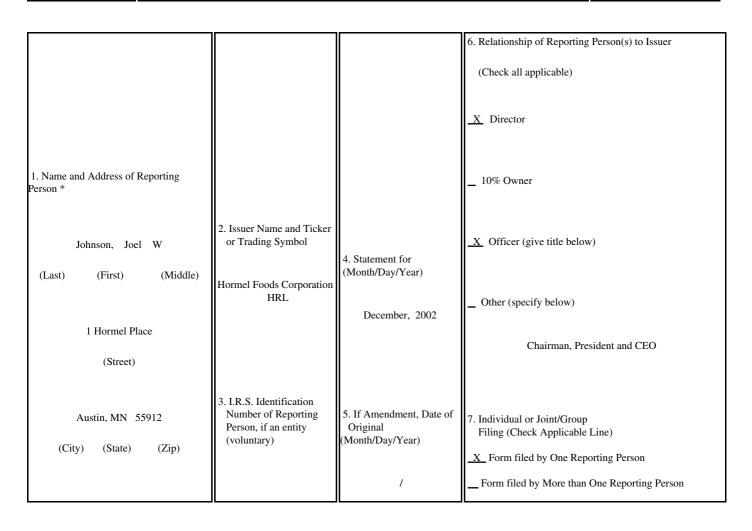
Washington, D.C. 20549

## 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

OMB APPROVAL

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#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date (Month/Day/	2A. Deemed Execution Date, if any (Month/Day/ Year)		4. Securities Acquired (A) or Disposed of (D)	Owned Following	Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Common Stock							112,604	D	
Common Stock		Code	V	Amount	(A) or (D)	Price	416	I	Founders Fund

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

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	2.					(Instr. 3, 4				7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities Beneficially	10. Ownership Form of Derivative Securities:	11.
1. Title of Derivative Security (Instr. 3)  Conversion or Exercise Price of Derivative Security		3. Transaction Date (Month/Day/ Year)	3A. Deemed Execution Date, if any (Month/Day/ Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Derivative	Following Reported Transaction(s)	Direct (D) or Indirect (I) (Instr. 4)	of In Ben Own (Ins
Stock Options (Right to Buy)	\$22.35	12-2-02		A		350,000		(1)	12-2-12	Common Stock	350,000	\$22.35	350,000	D	
Stock Options (Right to Buy)	\$10.25								1-25-04				80,000	D	
Stock Options (Right to Buy)	\$12.375								1-11-05				80,000	D	
Stock Options (Right to Buy)	\$11.9375								11-21-05				200,000	D	
Stock Options (Right to Buy)	\$14.65625								12-18-07				140,000	D	
Stock Options (Right to Buy)	\$15.90625								12-23-08				180,000	D	
Stock Options (Right to Buy)	\$19.25								1-26-10				200,000	D	
Stock Options (Right to Buy)	\$17.6875								12-6-10				250,000	D	
Stock Options (Right to Buy)	\$26.09								1-17-12				275,000	D	

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Explanation of Responses:	
(1) The option vests 25% on 12-2-03 and 25% each year thereafted	er.
/s/ Joel W. Johnson	12/04/2002
** Signature of Reporting Person	Date
Reminder: Report on a separate line for each class of securities beneficially own	ed directly or indirectly.
* If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).	
** Intentional misstatements or omissions of facts constitute Federal Criminal V See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	iolations.
Note: File three copies of this Form, one of which must be manually signed. If	space is insufficient, see Instruction 6 for procedure.
http://www.sec.gov/divisions/corpfin/forms/form4.htm	
Last update: 09/05/2002	