STELLATO LOUIS E

Form 4 March 31, 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

#### 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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					me and Tic n-William				6. Relationship Person(s) to Issuer (Check				
(Last)  101 Prospect A	of Reporting Person,					Statement for onth/Day/Year /28/2003	Director 10% Owner  X Officer (give Other (specify b						
							Vice President and Secretary	Vice President, General Counsel and Secretary					
	(Street)						5.	If Amendment,	7. Individual or	7. Individual or Joint/Group Filing			
								ate of Original	(Check Applicable Line)				
Cleveland, OF	I 44115		ļ					Ionth/Day/Year)	X Form filed by One Reporting				
									Person				
									Form filed by More than One				
							Reporting Person						
(Cit	y) (State)	(Zip)	T	'able	I Non-I	<u> Derivat</u>	ive Se	curities Acquired, Di	uired, Disposed of, or Beneficially Owned				
1. Title of	1. Title of 2. Trans- 2A. Deemed				<ol> <li>Securitie</li> </ol>	es Acqu	iired	5. Amount of	6. Owner-	7. Nature of			
Security	action	Execution	action C	ode	(A) or Disp	osed o	f (D)	Securities	ship Form:	Indirect			
(Instr. 3)	Date	Date,	(Instr. 8) (Instr. 3, 4 & 5)					Beneficially	Direct (D)	Beneficial			
	(Month/ Day/	if any	Code	V	Amount	nount (A) Pri		Owned Follow-	or Indirect (I)	Ownership			
	Year)	(Month/Day/						ing Reported	(Instr. 4)	(Instr. 4)			
Year)						(D)		Transactions(s)					
							(Instr. 3 & 4)						

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

(e.g., puts, calls, warrants, options, convertible securities)

_	(*************************************												
1	. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature	
Γ	Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect	
S	Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial	
		Price of	Date	Date,	Code	Derivative	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership	
(	Instr. 3)	Derivative		if any		Securities	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)	
		Security	(Month/	(Month/	(Instr.	Acquired				Following	ative		
			Day/	Day/	8)	(A) or				Reported	Security:		
			Year)	Year)		Disposed				Transaction(s)	Direct		
						of (D)				(Instr. 4)	(D)		
I			]		]	]							

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

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					(Instr. 4 & 5)							or Indirect (I)	
			Code	V	(A)	Date Exer-cisable	Expira- tion		Amount or			(Instr. 4)	
							Date		Number				
									of Shares				
Phantom Stock	9.87	3/28/03	A		77.21	(1)	_	Common Stock	(1)	9.87	1,792.80 <sup>(2)</sup>	D	
Units(1)								Stock					

Explanation of Responses:

(1) Acquisition of phantom stock units (in an exempt transaction) under deferred compensation plan(s) to be settled generally upon the Reporting Person's retirement or termination of employment, subject to diversification provisions of the plan(s). The plan(s) utilize unit accounting, with phantom stock units consisting primarily of phantom shares of common stock and a small percentage of short-term investments. On April 1, 1997, units were assigned a beginning per unit price of \$10.00.

(2) Includes phantom stock units acquired pursuant to the dividend equivalent reinvestment feature of the plan(s).

By: /s/ Louis E. Stellato

<u>3/31/03</u>

Date

\*\*Signature of Reporting Person

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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<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).