ALTENBERN DOUGLAS C

Form 4

February 06, 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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1. Name and Add	2. Issuer		ne and Ticl	ker or T	Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 2525 Horizon La	of Reporting Person,					tatement for nth/Day/Year ruary 6, 2003	10	X Director 10% Owner _ Officer (give title below) Other (specify below)			
Memphis, TN 38						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)	T	able	I Non-D	erivati	ve Seci	Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security	2. Trans- action Date	Zip) 2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction C (Instr. 8	ode	4. Securitie (A) or Disp (Instr. 3, 4 Amount	es Acqu posed o	iired	5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)	•	6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial
Common Stock									20,000		
Common Stock	12/11/02	12/11/02	G		640	D			19,360	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially **FORM 4 (continued)**

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

(cig., pats, cans, 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		
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect		
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial		
	Price of	Date	Date,	Code	Derivati	(Medonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership		
(Instr. 3)	Derivative		if any		Securition	Y ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)		

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

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	Security (Month/ (Month/ (Ins Day/ Day/ 8) Year) Year)				nstr. Acquired (A) or Disposed of (D) (Instr. 3, 4 &								Following Reported Transaction(s) (Instr. 4)	ative Security: Direct (D) or Indirect (I) (Instr. 4)	
				Code	V	A) (Expira- tion Date	Title	Amount or Number of Shares				
Incentive Stock Options	7.220000)						5/14/2000	5/14/2008	Common		7.220000			
Incentive Stock Options	10.420000							5/20/2001	5/20/2009	Common	21,750	10.420000			
Incentive Stock Options	11.130000							5/25/2002	5/25/2010	Common	21,750	11.130000			
Incentive Stock Options	24.520000							5/24/2003	5/24/2011	Common	21,750	24.520000			
Incentive Stock Options	32.000000							5/23/2004	5/23/2012	Common	21,750	32.000000	87,000	D	

Explanation of Responses:

By: /s/ <u>Douglas C. Altenbern</u> Charlene Kraft February 6, 2003 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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).