

YELLOW CORP
Form 4
April 18, 2003

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| OMB APPROVAL |
| OMB Number: 3235-0287 |
| Expires: January 31, 2005 |
| Estimated average burden hours per response...0.5 |

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

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**

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

| | | |
|--|--|---|
| <p>1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i></p> <p>Barger, Jr., Donald G.</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Yellow Corporation (YELL)</p> | <p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p> |
| <p>10990 Roe Avenue</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Overland Park, KS 66211</p> <p><i>(City) (State) (Zip)</i></p> | <p>4. Statement for <i>(Month/Day/Year)</i></p> <p>4/16/03</p> | <p>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></p> |
| | <p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p style="text-align: center;">Senior Vice President & Chief Financial Officer</p> | <p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |

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

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

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

| 1. Title of Security <i>(Instr. 3)</i> | 2. Transaction Date <i>(Month/Day/Year)</i> | 2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i> | 3. Transaction Code <i>(Instr. 8)</i> | 4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|---|--|---|--|---|--|--|--|---|
|---|--|---|--|---|--|--|--|---|

| | | | Code | V | (A) or (D) | Amount | Price | | |
|--------------|---------|--|------|---|------------|-----------|----------|--------|---|
| Common Stock | 4/16/03 | | A | | A | 3,436 (1) | 26.24(2) | 12,029 | D |

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

| 1. Title of Derivative Security <i>(Instr. 3)</i> | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date <i>(Month/Day/Year)</i> | 3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i> | 4. Transaction Code <i>(Instr. 8)</i> | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | |
|--|--|--|--|--|--|-----|
| | | | | Code V | (A) | (D) |
| | | | | | | |
| | | | | | | |
| | | | | | | |

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

| 6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i> | 7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i> | 8. Price of Derivative Security <i>(Instr. 5)</i> | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i> | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|---|---|--|---|--|---|
| | Amount or Number of Shares | | | | |
| | | | 27,232 (3) | | |

Explanation of Responses:

(1) These shares represent a restricted stock award pursuant to the Company's Executive Performance Plan that are issued under the Company's 2002 Stock Option and Share Award Plan. These shares vest in 1/3 increments on each of the first, second and third anniversaries of the date of grant. The vested shares remain restricted and may not be sold by the executive until such time as the executive leaves the company or, in certain circumstances, upon a change of control (as defined in the grant).

(2) Represents the closing price of the Company's common stock on The Nasdaq Stock Market on the date of grant.

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(3) The total number of shares subject to stock options reflect an adjustment to the shares that occurred due to Yellow Corporation's spin-off of SCS Transportation, Inc.

/s/ Donald G. Barger, Jr.

4/17/03

**Signature of Reporting
Person

Date

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

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

Page 4