FORESTER LYNN Form 4 April 30, 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**

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

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1 0					me and Tio		_	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last ELR Holding 435 East 52nd	s, Ltd.	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				Mo	Statement for nth/Day/Year 28/03		<b>—</b>				
(Street) New York, NY 10022								f Amendment, ee of Original onth/Day/Year)	(Check Applic  X Form filed because of the contraction of the contract	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) (State) (Zip)				able	I Non-I	Derivat	ive Sec	urities Acquired, Di	Disposed of, or Beneficially Owned				
1. Title of Security (Instr. 3)		2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans action C (Instr. 8 Code	ode	4. Securitie (A) or Disp (Instr. 3, 4 Amount	posed o	f (D)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 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 **Owned**

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

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

<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)							Indirect (I)		
			Code	V	(A)	Exer-cisable	Expira- tion Date		Amount or Number of Shares		(Instr. 4)			
Stock Units (Cash Payout)	1:1	04/28/03		A	V	50.16			Class A Common Stock	50.16	\$29.90		D	
Stock Units (Cash Payout)	1:1	04/29/03		A	V	49.50			Class A Common Stock	49.50	\$30.30	4,686.76	D	

Explanation of Responses:

- (1) The stock units will be paid out the first January 1 after the last date of the Reporting Person's service as a director of the Company.
- (2) See Footnote number 1.
- $\overline{(3)}$  See Footnote number 1.
- $\overline{(4)}$  See Footnote number 1.

By: /s/ Spencer G. Smul
Attorney-in-Fact
\*\*Signature of Reporting Person

04/29/03 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.

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