FERAGEN JODY H

Form 5

December 10, 2002

FORM 5

o Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(h).

o Form 3 Holdings Reported

o Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

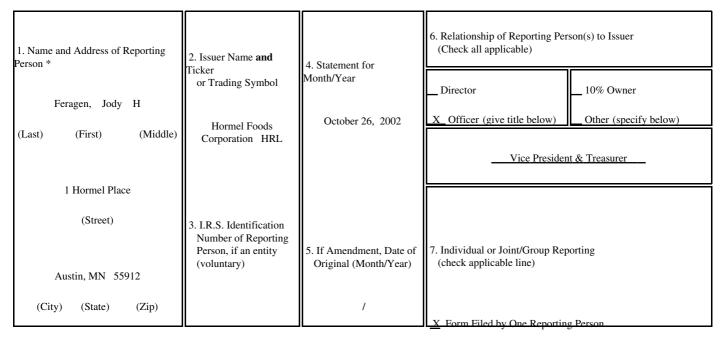
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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Form Filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities or Dispos (Instr. 3, 4	* *		5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner- ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	7-23-02		I*	448	A	20.53	439	I	401(k)

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Common Stock				24	I	Founders Fund

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

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

	2. Conver		3A. Deemed		(Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative	10.Ownership		
Derivative Security	Price of Derivative	Transaction Date (Month/	Execution Date, if any (Month/ Day/Year)	4. Transaction Code (Instr. 8)	(A)	(D)	Date Exercisable	Expiration Date		Amount or Number of Shares	8. Price of Derivative Security	Beneficially Owned at End of Year	Direct (D) or	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock Options (Right to Buy)	\$17.6875							12/6/10				10,000	D	
Stock Options (Right to Buy)	\$26.09							1/17/12				10,000	D	

Explanation of Responses:	
*Discretionary transaction in employee benefit plan.	

/s/ James W. Cavanaugh

Dec. 9, 2002

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** Signature of Reporting Person

Date

James W. Cavanaugh, Power of Attorney for Jody H. Feragen

** 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 provided is insufficient, see Instruction 6 for procedure.

http://www.sec.gov/divisions/corpfin/forms/form5.htm

Last update: 09/03/2002

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