OREILLY MICHAEL

Form 5

January 15, 2003

SEC Form 5

FORM 5	UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION						
[] Check this box if no long subject to Section 16. Form Form 5 obligations may continue. See Instruction 1(b).	4 or	V MENT OF CH	Expires:	OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden				
[]Form 3 Holdings Reporte []Form 4 Transactions Reported	d		the Securities Exc Public Utility or Section 30(f) of	i) of the	r response 0.5			
1. Name and Address of Repo O'Reilly, Michael	Issuer Name and Ticker or Trading Symbol		4. Statement for (Month/Year)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) 15 Mountain View Road P.O. Box 1615	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		5. If Amendment, Date of Original (Month/Year)		Director10% OwnerX Officer Other Officer/Other Description Vice Chairman 7. Individual or Joint/Group Filing (Check Applicable Line) X Individual Filing Joint/Group Filing			
(Stree Warren, NJ 07061-1615 (City) (State								
Table I - Non-Derivative S 1. Title of Security (Instr. 3)	_	_	4. Securities Acqu Disposed (D) Of (Instr. 3, 4, and	uired (A) or	5. Amount of Securities Beneficially Owned at 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 1	12/20/2002	G	291.00 \$53.81	D	61,409.0	0 D		
OMMON					3,538.7	0 I	By ESOP	
If the form is filed by more th	an one reporting person	, see instruction	4(b)(v). (over	/		1		

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Form 5 (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.	4.	5. Number	6. Date	7. Title and	8. Price	9. Number of	10.	11. Nature of
Derivative Security	sion or	Transaction	Transaction	of	Exercisable(DE) and	Amount of	of	Derivative	Owner-	Indirect
(Instr. 3)	Exercise			Derivative	Expiration	Underlying	Derivative	Securities	ship	Beneficial

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	Price of Deri- vative Security	(Month/ Day/ Year)	Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	(Month/Day/Year)	Securities (Instr. 3 and 4)	Security (Instr.5)	at End of Year (Instr.4)	Form of Deriv- ative Security: Direct (D) or Indirect (I)	Ownership (Instr.4)
PERFORMANCE SHARE	\$0.00				COMMON - 41,320.50		41,320.50	D	
STOCK OPTION (1)	\$0.00				COMMON - 374,792.00		374,792.00	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts	By: Nancy J. Obremski, POA				
constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	01-15-2003 ** Signature of Reporting Person				
	Date				
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,	Power of Attorney				
See Instruction 6 for procedure.	Page 2 SEC 2270 (3-99)				

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.