
 OMB APPROVAL

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

U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 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(f) of the Investment Company Act of 1940

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

 1. Name and Address of Reporting Person*

Leavitt J. Christian

 (Last) (First) (Middle)

121 West Forsyth Street, Suite 200

 (Street)

Jacksonville FL 32202

 (City) (State) (Zip)

 2. Issuer Name and Ticker or Trading Symbol

Regency Centers Corporation (REG)

 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

 4. Statement for Month/Day/Year

September 30, 2002*

 5. If Amendment, Date of Original (Month/Day/Year)

=====
 6. Relationship of Reporting Person to Issuer
 (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Senior Vice President, Secretary and Treasurer

 7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person
 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 & 4)	6. Owner- ship Form: (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	09/30/2002		D (1)	7,297	D	\$31.0000	D		
Common Stock	09/30/2002		D (2)	313	D	\$31.0000	D		
Common Stock	09/30/2002		A	1,370	A	(3)	D		
Common Stock	01/20/1999		A	1,494	A	\$22.2500	D		

Common Stock	02/01/2000	F	1,472	D	\$22.2500	D
Common Stock	01/01/2001	A	4,313	A	(3)	D
Common Stock	01/01/2001	F	17	D	\$23.6900	D
Common Stock	02/01/2001	F	1,001	D	\$23.6900	D
Common Stock	02/05/2001	M	1,299	A	\$19.8125	D

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/98)

OMB APPROVAL

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

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

Leavitt J. Christian

(Last) (First) (Middle)

121 West Forsyth Street, Suite 200

(Street)

Jacksonville FL 32202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regency Centers Corporation (REG)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

September 30, 2002

5. If Amendment, Date of Original (Month/Day/Year)

=====
6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Senior Vice President, Secretary and Treasurer

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person
 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount (A) or (D) Price	5. Amount of Securities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/05/2001		F	1,114 D \$24.6900		D	
Common Stock	02/05/2001		M	98 A (3)		D	
Common Stock	02/05/2001		F	33 D \$24.6900		D	
Common Stock	08/06/2001		M	3,652 A \$21.0625		D	
Common Stock	08/06/2001		F	3,295 D \$26.1900		D	
Common Stock	08/06/2001		M	605 A (3)		D	
Common Stock	08/06/2001		F	321 D \$26.1900		D	
Common Stock	09/27/2001		S	1,000 D \$24.7300		D	
Common Stock	01/01/2002		A	3,665 A (3)		D	

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

OMB APPROVAL

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

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

Leavitt J. Christian

(Last) (First) (Middle)

121 West Forsyth Street, Suite 200

(Street)

Jacksonville FL 32202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regency Centers Corporation (REG)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

September 30, 2002

5. If Amendment, Date of Original (Month/Day/Year)

=====
6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Senior Vice President, Secretary and Treasurer

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person
 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount (A) or (D) Price			5. Amount of Securities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/25/2002		F	241	D	\$27.1000	D		
Common Stock	02/07/2002		M	9,900	A	\$25.2500	D		
Common Stock	02/07/2002		F	9,203	D	\$28.7000	D		
Common Stock	02/07/2002		M	10,955	A	\$22.2500	D		
Common Stock	02/07/2002		F	9,514	D	\$28.7000	D		
Common Stock	02/07/2002		M	2,946	A	(4)	D		
Common Stock	02/07/2002		F	1,222	D	\$28.7000	D		
Common Stock	02/07/2002		F	44	D	\$27.1000	D		
Common Stock	03/07/2002		S	1,500	D	\$28.9000	D		

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

OMB APPROVAL

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

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

Leavitt J. Christian

(Last) (First) (Middle)

121 West Forsyth Street, Suite 200

(Street)

Jacksonville FL 32202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regency Centers Corporation (REG)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

September 30, 2002

5. If Amendment, Date of Original (Month/Day/Year)

=====
6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Senior Vice President, Secretary and Treasurer

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person
 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) or (D) Price			5. Amount of Securities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/07/2002		S	1,000	D	\$28.8800	D		
Common Stock	08/07/2002		S	6,500	D	\$30.0600	D		
Common Stock	08/07/2002		S	2,500	D	\$30.0500	D		
Common Stock	08/12/2002		M	20,000	A	\$25.2500	D		
Common Stock	08/12/2002		F	17,859	D	\$30.9000	D		
Common Stock	08/12/2002		M	6,000	A	\$25.2500	D		
Common Stock	08/12/2002		F	5,358	D	\$30.9000	D		
Common Stock	08/12/2002		M	2,529	A	(4)	D		
Common Stock	08/12/2002		F	1,048	D	\$30.9000	D		

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/98)

OMB APPROVAL

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

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

Leavitt J. Christian

(Last) (First) (Middle)

121 West Forsyth Street, Suite 200

(Street)

Jacksonville FL 32202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regency Centers Corporation (REG)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

September 30, 2002

5. If Amendment, Date of Original (Month/Day/Year)

=====
6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Senior Vice President, Secretary and Treasurer

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person
 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount (A) or (D) Price	5. Amount of Securities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/12/2002		M	1,826 A \$21.0625		D	
Common Stock	08/12/2002		F	1,486 D \$30.9000		D	
Common Stock	08/12/2002		M	446 A (4)		D	
Common Stock	08/12/2002		F	185 D \$30.9000		D	
Common Stock	08/12/2002		M	1,299 A \$19.8125		D	
Common Stock	08/12/2002		F	1,026 D \$30.9000		D	
Common Stock	08/12/2002		M	254 A (4)		D	
Common Stock	08/12/2002		F	105 D \$30.9000		D	
Common Stock	08/12/2002		M	1,114 A \$24.6900		D	

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

OMB APPROVAL

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

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

Leavitt J. Christian

(Last) (First) (Middle)

121 West Forsyth Street, Suite 200

(Street)

Jacksonville FL 32202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regency Centers Corporation (REG)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

September 30, 2002

5. If Amendment, Date of Original (Month/Day/Year)

=====
6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Senior Vice President, Secretary and Treasurer

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person
 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price			
Common Stock	08/12/2002		F	983	D	\$30.9000		D	
Common Stock	08/12/2002		M	121	A	(4)		D	
Common Stock	08/12/2002		F	50	D	\$30.9000	39,140	D	

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/98)

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

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares Title	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Trans- action(s) (Instr. 4)	10. Owner- ship Form Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Owner- ship (Instr. 4)
Employee Stock Option (right to buy)	\$31.0000	09/30/02		A	6,769	09/03/02 01/13/07	Common Stock	6,769	6,769	D	
Employee Stock Option (right to buy)	\$31.0000	09/30/02		A	841	09/03/20 01/01/06	Common Stock	841	841	D	
Employee Stock Option (right to buy)	\$26.9375	01/23/98		A	5,940	(5) 12/23/08	Common Stock	5,940	5,940	D	
Employee Stock Option (right to buy)	\$22.2500	12/15/98		A	14,607	(6) 12/15/08	Common Stock	14,607	14,607	D	
Employee Stock Option (right to buy)	\$21.0625	07/29/99		A	7,304	(6) 07/29/09	Common Stock	7,304	7,304	D	
Employee Stock Option (right to buy)	\$19.8125	12/14/99		A	5,196	(6) 12/14/09	Common Stock	5,196	5,196	D	
Employee Stock Option (right to buy)	\$19.8125	02/05/01		M	1,299	(6) 12/14/09	Common Stock	1,299	3,897	D	

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Trans- action(s) (Instr. 4)	10. Owner- ship Form Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Employee Stock Option (right to buy)	\$24.6900	02/05/01		A	1,114	02/05/01 12/14/09	Common Stock	1,114	1,114	D	
Dividend Equivalent	1 for 1	02/05/01		M	98	(4)	Common Stock	98	-		
Employee stock option (right to buy)	\$21.0625	08/06/01		M	3,652	(6) 07/29/09	Common Stock	3,652	3,652	D	
Employee Stock Option (right to buy)	\$26.1900	08/06/01		A	3,295	08/06/01 07/29/09	Common Stock	3,295	3,295	D	
Dividend Equivalent	1 for 1	08/06/01		M	605	(4)	Common Stock	605	-		
Employee Stock Option (right to buy)	\$26.4000	12/14/01		A	3,054	(6) 12/14/11	Common Stock	3,054	3,054	D	
Employee Stock Option (right to buy)	\$25.2500	02/07/02		M	9,900	(6) 01/15/07	Common Stock	9,900	-		

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Trans- action(s) (Instr. 4)	10. Owner- ship Form Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Owner- ship (Instr. 4)
Employee Stock Option (right to buy)	\$28.7000	02/07/02		A	9,203	02/07/02 01/15/07	Common Stock 9,203	9,203	D		
Employee Stock Option (right to buy)	\$22.2500	02/07/02		M	10,955	(6) 12/15/08	Common Stock 10,955	3,652	D		
Employee Stock Option (right to buy)	\$28.7000	02/07/02		A	9,514	02/07/02 12/15/08	Common Stock 9,514	9,514	D		
Dividend Equivalent	1 for 1	02/07/02		M	2,946	(4)	Common Stock 2,946	-			
Employee Stock Option (right to buy)	\$25.2500	08/12/02		M	20,000	(5) 01/13/07	Common Stock 20,000	-			
Employee Stock Option (right to buy)	\$30.9000	08/12/02		A	17,859	08/12/09 01/13/07	Common Stock 17,859	17,859	D		
Employee Stock Option (right to buy)	\$25.2500	08/12/02		M	6,000	(5) 01/14/07	Common Stock 6,000	-			

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Trans- action(s) (Instr. 4)	10. Owner- ship Form Deriv- ative Secur- ity: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of In- direct Owner- ship (Instr. 4)
Employee Stock Option (right to buy)	\$30.9000	08/12/02		A	5,358	08/12/02 01/14/07	Common Stock 5,358		5,358	D	
Dividend Equivalent	1 for 1	08/12/02		M	446	(4)	Common Stock 446		-		
Employee Stock Option (right to buy)	\$21.0625	08/12/02		M	1,826	(6) 07/29/09	Common Stock 1,826		1,826	D	
Employee Stock Option (right to buy)	\$30.9000	08/12/02		A	1,486	08/12/02 07/29/09	Common Stock 1,486		1,486	D	
Dividend Equivalent	1 for 1	08/12/02		M	2,529	(4)	Common Stock 2,529		-		
Employee Stock Option (right to buy)	\$19.8125	08/12/02		M	1,299	(6) 12/14/09	Common Stock 1,299		2,598	D	
Employee Stock Option (right to buy)	\$30.9000	08/12/2002		A	1,026	08/12/02 12/14/09	Common Stock 1,026		1,026	D	
Dividend Equivalent	1 for 1	08/12/02		M	254	(4)	Common Stock 254		-		
Employee Stock Option (right to buy)	\$24.6900	08/12/02		M	1,114	02/05/01 12/14/09	Common Stock 1,114		-		
Employee Stock Option (right to buy)	\$30.9000	08/12/02		A	983	08/12/02 12/14/09	Common Stock 983		983	D	

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of	8. Price of Deriv- ative Security (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Trans- action(s) (Instr. 4)	10. Owner- ship Form Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of direct Bene- ficial Owner- ship (Instr. 4)
Dividend Equivalent	1 for 1	08/12/02		M	121	(4)	Common Stock	121	-		

Explanation of Responses:

*In March 1998, following a merger and management restructuring, the reporting person ceased to be designated as an executive officer. The reporting person believed that he was no longer required to file reports under Section 16(a). However, as a result of a recent post-Sarbanes-Oxley Act review of Section 16 compliance, the reporting person was advised that the chief accounting officer is required to file Section 16(a) reports even though not an executive officer. The transactions before September 30, 2002 shown on this Form 4 represent transactions after March 1998, all of which were under the company's Long Term Omnibus plan (e.g., option grants and exercises), with the exception of open market sales on three separate dates.

1. Represents shares delivered to the issuer in full payment of recourse stock loans made by the issuer in 1994 and 1997 to enable the reporting person to buy shares of common stock under the issuer's Long Term Omnibus Plan. Although the loans pre-dated, and therefore would be grandfathered under, the Sarbanes-Oxley Act of 2002 even if the reporting person were an executive officer, the issuer's compensation committee determined that it would be in the best interests of the company for the executive to prepay these loans in view of the Sarbanes-Oxley Act.
2. Represents shares delivered to issuer in full payment of income tax liability in connection with the delivery of shares in repayment of the stock loans.
3. Represents restricted shares (subject to vesting requirements) granted under the Long Term Omnibus Plan.
4. Settlement of dividend equivalent units in connection with exercise of option.
5. The options vest 25% per year beginning on the second anniversary of grant.
6. The options vest 25% per year beginning on the first anniversary of grant.

/s/ Foley & Lardner

October 2, 2002

Foley & Lardner, as attorney-in-fact
for J. Christian Leavitt

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 provided is insufficient, see Instruction 6 for procedure.