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ORTHWEIN JAMES B

Form 4 May 02, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Address Orthwein, James B.			me and Tio		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (Fir	of Reporting Person,					Statement for Month/Day/Year 15/01/2003	X Director 10% Owner Officer (give title below) Other (specify below)				
							Advisory Director				
(St	(Street)							6. If Amendment,	7. Individual or Joint/Group Filing		
St. Louis, MO 63105						Date of Original Month/Day/Year)	(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (S)	Tal	ble	I Non-I	Deriva	ative S	Securities Acquired, Disposed of, or Beneficially Owned				
1. Title of Security (Instr. 3)			(A) o of (D))	Owned Follow-	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
	Day/ Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)	(I) (Instr. 4)		
Common Stock (\$1 par value)								2,544,144 (1)	D		
Common Stock (\$1 par value)								662,672(1)	I	By trust FBO Reporting Person	

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)

(org.) publy carry, warrants, options, conversions securities,												
1. Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nat	
Derivative	sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indir	
Security	Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Benefic	
	Price of		Date,	Code	Derivative	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Owners	
		1			1	1	1			l l		

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

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(Instr. 3)		Day/ Year)	if any (Month/ Day/ Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Year)		(Instr. 3 & 4)		Following Reported	of Derivative Security: Direct (D) or Indirect (I)	(Instr. 4	
				Code V	-	(D)	Exer-cisable	Expira- tion Date		Amount or Number of Shares			(Instr. 4)	
Stock Option (Right to Buy)	\$49.59	05/01/03		A	5,000		(2)	04/30/2013	Common Stock	5,000		5,000	D	

Explanation of Responses:

(1) In connection with the Rights Agreement adopted by the Company, Preferred Stock Purchase Rights were distributed to shareholders and are deemed to be attached to the shares of Common Stock of the Company listed on this Form. One-quarter of a Preferred Stock Purchase Right is attached to each share of common stock. If and when the Rights become exercisable, the holder of each Right initially would be entitled to purchase one one-hundredth of a share of Series Junior B Participating Preferred Stock at a purchase price of \$195 (both the number of fractional shares and the purchase price are subject to adjustment).

(2) Vesting is as follows: 1,667 on 05/01/2004; 1,667 on 05/01/2005; 1,666 on 05/01/2006.

By: /s/ Laura H. Reeves, Attorney-in-Fact
Power of Attorney

**Signature of Reporting Person

Date

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