

Edgar Filing: SANDERSON HUGH V - Form 4

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. Transaction Date (mm/dd/yy)	3. Transaction (Instr. 8)		4. Securities Acquired (A) or Disposed of (D)		Price
		Code	V	Amount	(A) or (D)	
Common Stock, par value \$1.00 per share	1/03/02			301,079	D	\$20.40
Common Stock, par value \$1.00 per share						
Common Stock, par value \$1.00 per share				48	A	

(1) As co-executor of the Estate of Dewey R. Sanderson. Hugh V. Sanderson was appointed and qualified as a co-executor of the Estate of Dewey R. Sanderson, Jr.
(2) Allocated to the account of Hugh V. Sanderson in the Company's ESOP.

* ____ 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 4-07/99)

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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)

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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)	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
Incentive Stock Options		7/24/97			(1) 7/24/07	Common Stock 2,000
Incentive Stock Options		6/18/98			(2) 4/23/08	Common Stock 2,000
Phantom Stock Options		4/21/00			(3) 4/21/10	Common Stock 3,000

Explanation of Responses:

(1) Exercisable for 10-year period, vesting begins at 25% on 7/24/98, the end of the first year, and continues at 25% per year until fully vested. (2) Exercisable for 10-year period, vesting begins at 25% on 4/23/99, the end of the first year, and continues at 25% per year until fully vested. (3) Exercisable for 10-year period, vesting begins at 25% pm 4/21/01, the end of the first year, and continues at 25% per year until fully vested.

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January 3, 2002

**Signature of Reporting Person

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.