

GIERER VINCENT A JR  
Form 4  
February 06, 2003

OMB APPROVAL
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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(h) of the Investment Company Act of 1940**

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

<b>1. Name and Address of Reporting Person* (Last, First, Middle)</b>  Gierer, Jr., Vincent A.	<b>2. Issuer Name and Ticker or Trading Symbol</b>  UST Inc. (UST)	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  _____
c/o UST Inc. 100 West Putnam Avenue  _____ (Street)	<b>4. Statement for (Month/Day/Year)</b>  2/4/03 & 2/5/03	<b>5. If Amendment, Date of Original (Month/Day/Year)</b>  _____
Greenwich, CT 06830  _____ (City)            (State)            (Zip)	<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b>  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below)  <input type="checkbox"/> Other (specify below)  Chairman of the Board and CEO _____	<b>7. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

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

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

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**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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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			Code	V	Amount	(A) or (D)	Price			
common stock	2/4/03		S		65,600	D	\$30.30			
common stock	2/5/03		M		1,000	A	\$25.50			
common stock	12/17/02		G	V	300	D	N/A			
common stock	6/5/02		G	V	6,000	D	N/A			
common stock	5/3/02		G	V	200	D	N/A	594,714(1)	D	
common stock								1,500	I	Spouse

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

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
				Code V	(A) (D)
stock option(right to buy)	\$40.94	5/2/02		A	78,500

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

6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
(2)	5/1/12	common stock	78,500	\$40.94	78,500	D
2/23/94	2/22/03	common stock	1,000	\$25.50	-0-	

**Explanation of Responses:**

- (1) Includes 22,104 shares held in the UST Employees' Savings Plan as of 12/31/02.
- (2) Exercisable ratably over a four year period beginning 5/2/03

Vincent A. Gierer, Jr.

February 6, 2003

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\_\_\_\_\_  
\*\*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 is insufficient, *see* Instruction 6 for procedure.

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