MANFREDI JOHN F

Form 4

February 11, 2003

SEC Form 4

FORM 4		UNITED STATES SECURITIES AND EXCHANGE COMMISSION						OMB APPROVAL	
[] Check this box if no longer subject to Section 16. Form 4 or Form		Washington, D.C. 20549						235-0287	
5 obligations may continue. See Instruction 1(b). File			ATEMENT OF CHA ant to Section 16(a) of the	Expires: January 31, 2005 Estimated average burden hours per response 0.5					
(Print or Type Responses)		Holding C	Company Act of 1935 or						
1. Name and Address of Reporting Person* Manfredi, John		2. Issu	er Name and Ticker or		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) Prudential Tower Building - 42		3. I.R. Nur Per	S. Identification mber of Reporting son, if an entity	4. Statement for Month/Day/Year					
			luntary)	February	10, 2003	7. Individual or Joint/Group Filing (Check Applicable Line)			
(Street) Boston, MA 02199-004 (City) (State) (Zip)		-		5. If Amendment, Date of Original (Month/Day/Year)		 Yerror Form filed by One Reporting Person Form filed by More than One Reporting Person 			
USA Table I - Non-Derivative Securities		ities Acqui	red, Disposed of, or Be	ed					
	2. Transact		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8) Code V	Amount A/D Prio	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner- ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock \$1 Par value	02/10/2003			PI	5,000.0 A \$28.5200		D		
Common Stock \$1 Par value	02/10/2003			R V	4.0 A	15,122.	0 D		
Common Stock \$1 Par value						167.	0 I	By Daughter	
Common Stock \$1 Par value						599.	2 I	By Savings Plan Trust - 401(k)	

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

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

(over) SEC 1474 (9-02)

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

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Form 4 (continued)

Table I	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)	Exercise	Transaction		Code and Voluntary (V) Code (Instr.8)	of Derivative	Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	Amount of Underlying Securities	of		10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)	

Explanation of Responses :

** 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.

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.

/s/ John Manfredi 02-11-2003

** Signature of Reporting Person Date

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