## PITNEY BOWES INC /DE/ Form SC 13G February 14, 2002

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Schedule 13G Under the Securities Exchange Act of 1934 (Amendment No. ) \* Pitney Bowes Inc. (Name of Issuer) Common Stock (Title of Class of Securities) 724479100 (CUSIP Number)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 724479100

-----

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Barclays Global Investors. N.A., 943112180

\_\_\_\_\_

- (2) Check the appropriate box if a member of a Group\*
- (a) / /
- (b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization U.S.A.

Number of Shares (5) Sole Voting Power

Beneficially Owned by Each Reporting Person With

10,362,102

(6) Shared Voting Power 0

(7) Sole Dispositive Power

10,888,982 (8) Shared Dispositive Power 0 \_\_\_\_\_\_ (9) Aggregate Amount Beneficially Owned by Each Reporting Person 10,888,982 \_\_\_\_\_ (10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* (11) Percent of Class Represented by Amount in Row (9) \_\_\_\_\_\_ (12) Type of Reporting Person\* BK \_\_\_\_\_\_ CUSIP No. 724479100 \_\_\_\_\_\_ (1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Barclays Global Fund Advisors \_\_\_\_\_ (2) Check the appropriate box if a member of a Group\* (a) / / (b) /X/ \_\_\_\_\_\_ (3) SEC Use Only (4) Citizenship or Place of Organization U.S.A. Number of Shares (5) Sole Voting Power Beneficially Owned 1,106,600 by Each Reporting Person With (6) Shared Voting Power 0 (7) Sole Dispositive Power 1,031,904 (8) Shared Dispositive Power 0 .\_\_\_\_ (9) Aggregate Amount Beneficially Owned by Each Reporting Person 1,031,904 (10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* (11) Percent of Class Represented by Amount in Row (9) \_\_\_\_\_\_ (12) Type of Reporting Person\*

BK

CUSIP No. 724479100 -----(1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Barclays Global Investors, LTD. (2) Check the appropriate box if a member of a Group\* (a) / / (b) /X/ \_\_\_\_\_ (3) SEC Use Only (4) Citizenship or Place of Organization United Kingdom Number of Shares (5) Sole Voting Power Beneficially Owned 902,687 by Each Reporting \_\_\_\_\_ Person With (6) Shared Voting Power 0 \_\_\_\_\_ (7) Sole Dispositive Power 917**,**387 (8) Shared Dispositive Power \_\_\_\_\_\_ (9) Aggregate Amount Beneficially Owned by Each Reporting Person 917,387 (10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* (11) Percent of Class Represented by Amount in Row (9) 0.38% (12) Type of Reporting Person\* BK \_\_\_\_\_\_ CUSIP No. 724479100 (1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Barclays Funds Limited (2) Check the appropriate box if a member of a Group\* (a) / / (b) /X/ \_\_\_\_\_\_

(4) Citizenship or Place of Organizat United Kingdom	tion
Number of Shares Beneficially Owned	(5) Sole Voting Power 30,620
by Each Reporting Person With	(6) Shared Voting Power
	(7) Sole Dispositive Power 30,620
	(8) Shared Dispositive Power
(9) Aggregate Amount Beneficially Own 30,620	ned by Each Reporting Person
(10) Check Box if the Aggregate Amoun	nt in Row (9) Excludes Certain Shares*
(11) Percent of Class Represented by 0.01%	Amount in Row (9)
BK	
BK CUSIP No. 724479100  (1) Names of Reporting Persons.	f above persons (ontities only)
BK CUSIP No. 724479100  (1) Names of Reporting Persons. I.R.S. Identification Nos. of	f above persons (entities only).
BK  CUSIP No. 724479100   (1) Names of Reporting Persons.  I.R.S. Identification Nos. of Barclays Trust and Banking Company  (2) Check the appropriate box if a median of the second seco	ompany (Japan) Ltd.
BK  CUSIP No. 724479100   (1) Names of Reporting Persons.  I.R.S. Identification Nos. of Barclays Trust and Banking Company  (2) Check the appropriate box if a median of the second seco	ompany (Japan) Ltd.
BK  CUSIP No. 724479100   (1) Names of Reporting Persons.  I.R.S. Identification Nos. of Barclays Trust and Banking Company  (2) Check the appropriate box if a median / /  (b) /X/  (3) SEC Use Only	ompany (Japan) Ltd. ember of a Group*
BK  CUSIP No. 724479100   (1) Names of Reporting Persons.  I.R.S. Identification Nos. or  Barclays Trust and Banking Co  (2) Check the appropriate box if a me  (a) / /  (b) /X/  (3) SEC Use Only  (4) Citizenship or Place of Organizate  Japan  Number of Shares Beneficially Owned	ompany (Japan) Ltd. ember of a Group*
BK  CUSIP No. 724479100   (1) Names of Reporting Persons.  I.R.S. Identification Nos. or  Barclays Trust and Banking Co  (2) Check the appropriate box if a me  (a) //  (b) /X/  (3) SEC Use Only  (4) Citizenship or Place of Organizate  Japan  Number of Shares Beneficially Owned by Each Reporting	ompany (Japan) Ltd. ember of a Group*  tion  (5) Sole Voting Power
CUSIP No. 724479100   (1) Names of Reporting Persons.  I.R.S. Identification Nos. of Barclays Trust and Banking Companies and the second	ompany (Japan) Ltd.  ember of a Group*  tion  (5) Sole Voting Power  75,516  (6) Shared Voting Power

(9) Aggregate Amount Beneficially Owned by 75,516	Each Reporting Person
(10) Check Box if the Aggregate Amount in	Row (9) Excludes Certain Shares*
(11) Percent of Class Represented by Amoun 0.03%	t in Row (9)
(12) Type of Reporting Person* BK	
CUSIP No. 724479100	
(1) Names of Reporting Persons.  I.R.S. Identification Nos. of above  Barclays Life Assurance Company Ltd.	
(2) Check the appropriate box if a member (a) // (b) /X/	
(3) SEC Use Only	
(4) Citizenship or Place of Organization United Kingdom	
Number of Shares Beneficially Owned	(5) Sole Voting Power 7,300
by Each Reporting Person With	(6) Shared Voting Power
	(7) Sole Dispositive Power 7,300
	(8) Shared Dispositive Power
(9) Aggregate Amount Beneficially Owned by 7,300	Each Reporting Person
(10) Check Box if the Aggregate Amount in	Row (9) Excludes Certain Shares*
(11) Percent of Class Represented by Amount 0.00%	
(12) Type of Reporting Person* BK	
CUSIP No. 724479100	

(1) Names of Reporting Persons.  I.R.S. Identification Nos. of above	ve persons (entities only).
Barclays Capital Securities, Ltd.	
(2) Check the appropriate box if a member (a) // (b) /X/	of a Group*
(3) SEC Use Only	
(4) Citizenship or Place of Organization United Kingdom	
Number of Shares Beneficially Owned	(5) Sole Voting Power 1,300
by Each Reporting Person With	(6) Shared Voting Power 0
	(7) Sole Dispositive Power 1,300
	(8) Shared Dispositive Power 0
(9) Aggregate Amount Beneficially Owned by 1,300	y Each Reporting Person
(10) Check Box if the Aggregate Amount in	Row (9) Excludes Certain Shares*
(11) Percent of Class Represented by Amount 0.00%	nt in Row (9)
(12) Type of Reporting Person*  BK	
CUSIP No. 724479100	
(1) Names of Reporting Persons.  I.R.S. Identification Nos. of above	ve persons (entities only).
Barclays Bank, PLC	
(2) Check the appropriate box if a member (a) // (b) /X/	of a Group*
(3) SEC Use Only	
(4) Citizenship or Place of Organization United Kingdom	
Number of Shares	(5) Sole Voting Power

Beneficially O		767,550
by Each Reporting Person With		(6) Shared Voting Power 0
		(7) Sole Dispositive Power 767,550
		(8) Shared Dispositive Power
(9) Aggregate 767,55	Amount Beneficially Owned by B	Each Reporting Person
(10) Check Box	if the Aggregate Amount in Ro	ow (9) Excludes Certain Shares*
(11) Percent o	f Class Represented by Amount	in Row (9)
(12) Type of R	eporting Person*	
ITEM 1(A).	NAME OF ISSUER Pitney Bowes Inc.	
ITEM 1(B).	ADDRESS OF ISSUER'S PRINCIPA 1 Elmoroft Rd Stamford, CT 06926-0	
ITEM 2(A).	NAME OF PERSON(S) FILING Barclays Global Inve	estors, N.A.
ITEM 2(B).	ADDRESS OF PRINCIPAL BUSINES 45 Fremont Street San Francisco, CA 9	SS OFFICE OR, IF NONE, RESIDENCE
ITEM 2(C).	CITIZENSHIP U.S.A	
	TITLE OF CLASS OF SECURITIES	
	CUSIP NUMBER 724479100	
 ITEM 3. OR	IF THIS STATEMENT IS FILED I	PURSUANT TO RULES 13D-1(B),
13D-2(B), CHEC	K WHETHER THE PERSON FILING IS	S A
	or Dealer registered under Se S.C. 78o).	ection 15 of the Act
(b) /X/ Bank a (c) // Insura	s defined in section 3(a) (6) nce Company as defined in sectors. C. 78c).	
(d) // Invest	ment Company registered under y Act of 1940 (15 U.S.C. 80a-8	
(e) // Investi (f) // Employe	- ment Adviser in accordance wit	ch section 240.13d(b)(1)(ii)(E).  fund in accordance with section

(g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (i) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) NAME OF ISSUER Pitney Bowes Inc. ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1 Elmcroft Rd Stamford, CT 06926-0700 \_\_\_\_\_\_ ITEM 2(A). NAME OF PERSON(S) FILING Barclays Global Fund Advisors \_\_\_\_\_ ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 45 Fremont Street San Francisco, CA 94105 ITEM 2(C). CITIZENSHIP U.S.A \_\_\_\_\_\_ ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock \_\_\_\_\_ \_\_\_\_\_ ITEM 2(E). CUSIP NUMBER 724479100 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) ITEM 1(A). NAME OF ISSUER Pitney Bowes Inc. \_\_\_\_\_\_ ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1 Elmcroft Rd Stamford, CT 06926-0700 \_\_\_\_\_\_ ITEM 2(A). NAME OF PERSON(S) FILING

Barclays Global Investors, LTD

ITEM 2(B).	I	OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Murray House, 1 Royal Mint Court London, England EC3 NHH
ITEM 2(C).		HIP United Kingdom
ITEM 2(D).		CLASS OF SECURITIES Common Stock
ITEM 2(E).		MBER 724479100
ITEM 3. 13D-2(B), CHECK		STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR THE PERSON FILING IS A
	or Dealer	registered under Section 15 of the Act
(b) /X/ Bank as (c) // Insurance	defined	in section 3(a) (6) of the Act (15 U.S.C. 78c). y as defined in section 3(a) (19) of the Act
(d) // Investme	ent Compai	ny registered under section 8 of the Investment 940 (15 U.S.C. 80a-8).
(e) // Investme (f) // Employee	ent Advise	er in accordance with section 240.13d(b)(1)(ii)(E). Plan or endowment fund in accordance with section
(g) // Parent l	Holding Co	ompany or control person in accordance with section
(h) // A savino		ation as defined in section 3(b) of the Federal Deposit U.S.C. 1813).
(i) // A church company	n plan tha	at is excluded from the definition of an investment ction 3(c)(14) of the Investment Company Act of 1940
·		ance with section 240.13d-1(b)(1)(ii)(J)
ITEM 1(A).		ISSUER Pitney Bowes Inc.
ITEM 1(B).	:	OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1 Elmcroft Rd Stamford, CT 06926-0700
ITEM 2(A).		PERSON(S) FILING Barclays Funds Ltd.
ITEM 2(B).	(	OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Gredley House, 11 The Broadway Stratford, England, E15 4BJ
ITEM 2(C).	Ţ	HIP United Kingdom
ITEM 2(D).	TITLE OF	CLASS OF SECURITIES Common Stock
ITEM 2(E).		
ITEM 3. 13D-2(B), CHECK		STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR THE PERSON FILING IS A

(a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (q) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) ITEM 1(A). NAME OF ISSUER Pitney Bowes Inc. ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1 Elmcroft Rd Stamford, CT 06926-0700 \_\_\_\_\_\_ ITEM 2(A). NAME OF PERSON(S) FILING Barclays Trust and Banking Company (Japan) Ltd. \_\_\_\_\_\_ ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower, 8th Flr, 1-1-39 Hiroo, Shibuya-Ku Tokyo, Japan 150-8402 ITEM 2(C). CITIZENSHIP Japan \_\_\_\_\_\_ ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock \_\_\_\_\_ ITEM 2(E). CUSIP NUMBER 724479100 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h)  $//\,$  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). (i)  $//\,$  A church plan that is excluded from the definition of an investment

company under section 3(c)(14) of the Investment Company Act of 1940

(15U.S.C. 80a-3).

(j) // Group,	in accordance with section 240.13d-1(b)(1)(ii)(J)
ITEM 1(A).	NAME OF ISSUER Pitney Bowes Inc.
ITEM 1(B).	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  1 Elmcroft Rd  Stamford, CT 06926-0700
ITEM 2(A).	NAME OF PERSON(S) FILING  Barclays Life Assurance Company, Ltd.
ITEM 2(B).	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Unicorn House, 5th Flr., 252 Romford Rd, Forest Gate London, England E7 9JB
ITEM 2(C).	CITIZENSHIP United Kingdom
ITEM 2(D).	TITLE OF CLASS OF SECURITIES  Common Stock
ITEM 2(E).	CUSIP NUMBER 724479100
ITEM 3. 13D-2(B), CHECK	IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR WHETHER THE PERSON FILING IS A
(15 U.S (b) /X/ Bank as (c) // Insuran	or Dealer registered under Section 15 of the Act .C. 78o).  defined in section 3(a) (6) of the Act (15 U.S.C. 78c).  ce Company as defined in section 3(a) (19) of the Act .C. 78c).  ent Company registered under section 8 of the Investment Act of 1940 (15 U.S.C. 80a-8).  ent Adviser in accordance with section 240.13d(b)(1)(ii)(E).  e Benefit Plan or endowment fund in accordance with section -1(b)(1)(ii)(F).  Holding Company or control person in accordance with section -1(b)(1)(ii)(G).  gs association as defined in section 3(b) of the Federal Deposit ce Act (12 U.S.C. 1813).  h plan that is excluded from the definition of an investment under section 3(c)(14) of the Investment Company Act of 1940 C. 80a-3).  in accordance with section 240.13d-1(b)(1)(ii)(J)
	Pitney Bowes Inc.
	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  1 Elmcroft Rd  Stamford, CT 06926-0700
	NAME OF PERSON(S) FILING  Barclays Capital Securities, Ltd.
	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE orth Collonade, Cannery Wharf London, E14 4BB

ITEM 2(C).	CITIZENSHIP United Kingdom
ITEM 2(D).	TITLE OF CLASS OF SECURITIES  Common Stock
ITEM 2(E).	CUSIP NUMBER 724479100
ITEM 3. OR 13D-2(B), CD	IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), HECK WHETHER THE PERSON FILING IS A
(15 U.:	or Dealer registered under Section 15 of the Act S.C. 78o). s defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
(c) // Insura	nce Company as defined in section 3(a) (19) of the Act S.C. 78c).
Company	ment Company registered under section 8 of the Investment y Act of 1940 (15 U.S.C. 80a-8). ment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
(f) // Employe	ee Benefit Plan or endowment fund in accordance with section d-1(b)(1)(ii)(F).
240.130	Holding Company or control person in accordance with section $d-1(b)(1)(ii)(G)$ .  In a special control of the Federal Deposit $d$ and $d$ are the federal Deposit $d$ and $d$ are the federal Deposit $d$ and $d$ are the federal Deposit $d$ are the federal
Insuran (i) // A churc company	nce Act (12 U.S.C. 1813).  The plan that is excluded from the definition of an investment y under section 3(c)(14) of the Investment Company Act of 1940  C. 80a-3).
	in accordance with section 240.13d-1(b)(1)(ii)(J)  NAME OF ISSUER
	Pitney Bowes Inc.  ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
TIET I(B).	1 Elmcroft Rd Stamford, CT 06926-0700
	NAME OF PERSON(S) FILING Barclays Bank PLC
ITEM 2(B).	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE bard St  London, England EC3P 3AH
ITEM 2(C).	
, ,	TITLE OF CLASS OF SECURITIES Common Stock
ITEM 2(E).	
ITEM 3.	IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), HECK WHETHER THE PERSON FILING IS A
	or Dealer registered under Section 15 of the Act S.C. 780).

- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
- (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
- (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

#### ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned: 13,720,559

\_\_\_\_\_\_

(b) Percent of Class:

5.63%

\_\_\_\_\_\_

- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote 13,163,675

\_\_\_\_\_\_

(ii) shared power to vote or to direct the vote  $\ensuremath{\text{0}}$ 

\_\_\_\_\_

(iii) sole power to dispose or to direct the disposition of 13,720,559

-----

(iv) shared power to dispose or to direct the disposition of  $\ensuremath{\text{0}}$ 

\_\_\_\_\_

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. //

- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those accounts. See also Items 2(a) above.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY Not applicable
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP Not applicable
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP Not applicable

#### ITEM 10. CERTIFICATION

(a) The following certification shall not be included if the statement is filed pursuant to section 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

 February 14, 2002
Date
 Signature
Rebecca Brubaker Manager of Compliance