

Edgar Filing: ITT INDUSTRIES INC - Form SC 13G

ITT INDUSTRIES INC
Form SC 13G
February 13, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

ITT INDUSTRIES INC
(Name of Issuer)

Common Stock
(Title of Class of Securities)

450911102
(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. 450911102

(1) Names of Reporting Persons.

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

BARCLAYS GLOBAL INVESTORS, NA., 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
Beneficially Owned
by Each Reporting
Person With

(5) Sole Voting Power
5372812

(6) Shared Voting Power
0

(7) Sole Dispositive Power
5372812

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(8) Shared Dispositive Power
0

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
5372812

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9)
5.85%

(12) Type of Reporting Person*
BK

CUSIP No. 450911102

(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
Beneficially Owned
by Each Reporting
Person With

(5) Sole Voting Power
292671

(6) Shared Voting Power
0

(7) Sole Dispositive Power
292671

(8) Shared Dispositive Power
0

(9) Aggregate
292671

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9)
0.32%

(12) Type of Reporting Person*
BK

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CUSIP No. 450911102

(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
England

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) Sole Voting Power
652574

(6) Shared Voting Power
0

(7) Sole Dispositive Power
652574

(8) Shared Dispositive Power
0

(9) Aggregate
652574

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9)
0.71%

(12) Type of Reporting Person*
BK

CUSIP No. 450911102

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS TRUST AND BANKING COMPANY (JAPAN) LIMITED

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

(3) SEC Use Only

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(4) Citizenship or Place of Organization
Japan

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) Sole Voting Power
56701

(6) Shared Voting Power
0

(7) Sole Dispositive Power
56701

(8) Shared Dispositive Power
0

(9) Aggregate
56701

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9)
0.06%

(12) Type of Reporting Person*
BK

CUSIP No. 450911102

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS LIFE ASSURANCE COMPANY LIMITED

(2) Check the appropriate box if a member of a Group*

(a) / /
(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization
England

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) Sole Voting Power
2716

(6) Shared Voting Power
0

(7) Sole Dispositive Power
2716

(8) Shared Dispositive Power
0

(9) Aggregate

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2716

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9)
0.00%

(12) Type of Reporting Person*
BK

CUSIP No. 450911102

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS BANK PLC

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

(3) SEC Use Only

(4) Citizenship or Place of Organization
England

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) Sole Voting Power
0

(6) Shared Voting Power
0

(7) Sole Dispositive Power
0

(8) Shared Dispositive Power
0

(9) Aggregate
0

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9)
0.00%

(12) Type of Reporting Person*
BK

CUSIP No. 450911102

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

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BARCLAYS CAPITAL SECURITIES LIMITED

(2) Check the appropriate box if a member of a Group*

(a) / /

(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization

England.

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) Sole Voting Power
2158

(6) Shared Voting Power
0

(7) Sole Dispositive Power
2158

(8) Shared Dispositive Power
0

(9) Aggregate
2158

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9)

0.00%

(12) Type of Reporting Person*

BK

CUSIP No. 450911102

(1) Names of Reporting Persons.

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

BARCLAYS CAPITAL INVESTMENTS

(2) Check the appropriate box if a member of a Group*

(a) / /

(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization

England.

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) Sole Voting Power
70000

(6) Shared Voting Power
0

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(7) Sole Dispositive Power
70000

(8) Shared Dispositive Power
0

(9) Aggregate
70000

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9)
0.08%

(12) Type of Reporting Person*
BK

CUSIP No. 450911102

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS PRIVATE BANK & TRUST (ISLE OF MAN) LIMITED

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

(3) SEC Use Only

(4) Citizenship or Place of Organization
England.

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) Sole Voting Power
0

(6) Shared Voting Power
0

(7) Sole Dispositive Power
0

(8) Shared Dispositive Power
0

(9) Aggregate
0

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9)
0.00%

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(12) Type of Reporting Person*
BK

CUSIP No. 450911102

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
BARCLAYS PRIVATE BANK AND TRUST (JERSEY) LIMITED

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

(3) SEC Use Only

(4) Citizenship or Place of Organization
England

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) Sole Voting Power
0

(6) Shared Voting Power
0

(7) Sole Dispositive Power
0

(8) Shared Dispositive Power
0

(9) Aggregate
0

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9)
0.00%

(12) Type of Reporting Person*
BK

CUSIP No. 450911102

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
BARCLAYS BANK TRUST COMPANY LIMITED

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

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(3) SEC Use Only

(4) Citizenship or Place of Organization
England

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) Sole Voting Power
0

(6) Shared Voting Power
0

(7) Sole Dispositive Power
0

(8) Shared Dispositive Power
0

(9) Aggregate
0

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9)
0.00%

(12) Type of Reporting Person*
BK

CUSIP No. 450911102

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS PRIVATE BANK AND TRUST LIMITED (Sussie)

(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
Beneficially Owned
by Each Reporting
Person With

(5) Sole Voting Power
0

(6) Shared Voting Power
0

(7) Sole Dispositive Power
0

(8) Shared Dispositive Power
0

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(9) Aggregate
0

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9)
0.00%

(12) Type of Reporting Person*
BK

ITEM 1(A). NAME OF ISSUER
ITT INDUSTRIES INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
4 West Red Oak Lane
White Plains, NY 10604

ITEM 2(A). NAME OF PERSON(S) FILING
BARCLAYS GLOBAL INVESTORS, NA

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
450911102

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
ITT INDUSTRIES INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

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ITEM 2(E). CUSIP NUMBER
450911102

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
ITT INDUSTRIES INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
4 West Red Oak Lane
White Plains, NY 10604

ITEM 2(A). NAME OF PERSON(S) FILING
BARCLAYS TRUST AND BANKING COMPANY (JAPAN) LIMITED

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
Ebisu Prime Square Tower 8th Floor
1-1-39 Hiroo Shibuya-Ku
Tokyo 150-0012 Japan

ITEM 2(C). CITIZENSHIP
U.S.A

ITEM 2(D). TITLE OF CLASS OF SECURITIES
Common Stock

ITEM 2(E). CUSIP NUMBER
450911102

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).

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ITEM 2(A). NAME OF PERSON(S) FILING
BARCLAYS BANK PLC

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
54 Lombard Street
London, England EC3P 3AH

ITEM 2(C). CITIZENSHIP
U.S.A

ITEM 2(D). TITLE OF CLASS OF SECURITIES
Common Stock

ITEM 2(E). CUSIP NUMBER
450911102

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
ITT INDUSTRIES INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
4 West Red Oak Lane
White Plains, NY 10604

ITEM 2(A). NAME OF PERSON(S) FILING
BARCLAYS CAPITAL SECURITIES LIMITED

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
5 The North Colomade
Canary Wharf, London, England E14 4BB

ITEM 2(C). CITIZENSHIP
U.S.A

ITEM 2(D). TITLE OF CLASS OF SECURITIES
Common Stock

ITEM 2(E). CUSIP NUMBER
450911102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR

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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
ITT INDUSTRIES INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
4 West Red Oak Lane
White Plains, NY 10604

ITEM 2(A). NAME OF PERSON(S) FILING
BARCLAYS CAPITAL INVESTMENTS

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
5 The North Colonmade
Canary Wharf, London, England E14 4BB

ITEM 2(C). CITIZENSHIP
U.S.A

ITEM 2(D). TITLE OF CLASS OF SECURITIES
Common Stock

ITEM 2(E). CUSIP NUMBER
450911102

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

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ITEM 2(C). CITIZENSHIP
 U.S.A

ITEM 2(D). TITLE OF CLASS OF SECURITIES
 Common Stock

ITEM 2(E). CUSIP NUMBER
 450911102

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
 ITT INDUSTRIES INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
 4 West Red Oak Lane
 White Plains, NY 10604

ITEM 2(A). NAME OF PERSON(S) FILING
 BARCLAYS PRIVATE BANK AND TRUST LIMITED (Sussie)

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
10 rue d'Italie
CH-1204 Geneva
Switzerland

ITEM 2(C). CITIZENSHIP
 U.S.A

ITEM 2(D). TITLE OF CLASS OF SECURITIES
 Common Stock

ITEM 2(E). CUSIP NUMBER
 450911102

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).

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- (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:
6455832

(b) Percent of Class:
7.03%

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote
6449632
- (ii) shared power to vote or to direct the vote
0
- (iii) sole power to dispose or to direct the disposition of
6449632
- (iv) shared power to dispose or to direct the disposition of
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

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(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 10, 2003

Date

Signature

Lois Towers
Compliance Officer

Name/Title