Common Stock

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		erson*			r Name and Ticker		ling Sy	mbol			ationship of Reporting k all applicable)	g Person(s) to Iss	suer			
<u>SEMEL 1</u>	<u>TERRY</u>			17111	<u>00 1110</u> [111	100]				X	Director	10% C	Owner			
1. Title of Security (Instr. 3) Common Stock				3. Date 07/16/2	of Earliest Transac	tion (Mo	onth/D	ay/Year)	X	Officer (give title below)	Other below)	(specify				
			07/10/	2003						Chairman & CEO						
(Street)			4. If Am	endment, Date of C	Original	Filed ((Month/Day/Ye	6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable Line)							
(City) (State) (7in)										X	1 ' '					
(=:3)	(=)								Form filed by More than One Reporting Person							
		Table I - No	on-Deriva	ative S	ecurities Acq	uired,	Disp	oosed of, o	r Bene	ficially	Owned					
1. Title of Sec	2. Transa Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities A Disposed Of (5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership					
						Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)			
Common St	ock		07/16/	2003		М		437,500	A	9.24	1,437,500	D				
Common St	ock		07/16/	2003		M		62,500	A	16.46	1,500,000	D				
Common St	ock		07/16/	2003		S		147,500	D	32	1,352,500	D				
Common St	ock		07/16/	2003		S		40,000	D	32.01	1,312,500	D				
Common St	ock		07/16/	2003		S		12,500	D	32.18	1,300,000	D				
Common St	ock		07/16/	2003		S		10,000	D	32.22	1,290,000	D				
Common St	ock		07/16/	2003		S		10,000	D	32.23	1,280,000	D				
Common St	ock		07/16/	2003		S		20,000	D	32.25	1,260,000	D				
Common St	ock		07/16/	2003		S		20,000	D	32.26	1,240,000	D				
Common St	ock		07/16/	2003		S		15,000	D	32.32	1,225,000	D				
Common St	ock		07/16/	2003		S		15,000	D	32.34	1,210,000	D				
Common Sto	ock		07/16/	2003		S		10,000	D	32.35	1,200,000	D				
Common St	ock		07/16/	2003		S		35,000	D	32.36	1,165,000	D				
Common St	ock		07/16/	2003		S		45,000	D	32.38	1,120,000	D				
Common St	ock		07/16/	2003		S		20,000	D	32.4	1,100,000	D				
Common St	ock		07/16/	2003		S		30,000	D	32.45	1,070,000	D				
Common Sto	ock		07/16/	2003		S		15,000	D	32.5	1,055,000	D				

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

S

S

S

S

15,000

10,000

15,000

15,000

D

D

D

D

32.55

32.56

32.57

32.64

1,040,000

1,030,000

1,015,000

 $1,000,000^{(1)}$

D

D

D

D

07/16/2003

07/16/2003

07/16/2003

07/16/2003

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		Deri Seci Acq or D of (E	umber of vative urities uired (A) isposed D) (Instr. and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Employee Stock Option (right to buy)	9.24	07/16/2003		М			437,500	04/16/2002 ⁽²⁾	10/02/2011	Common Stock	437,500	\$0	562,500	D	

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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		Deri Sec Acq or D of (I	Derivative Expiration Date (Month/Day/Year) Acquired (A)				7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Employee Stock Option (right to buy)	16.46	07/16/2003		M			62,500	01/11/2003 ⁽³⁾	12/11/2012	Common Stock	62,500	\$0	737,500	D	

Explanation of Responses:

- 1. Does not include 380 shares owned indirectly by wife for children under the Uniform Transfer to Minors Act.
- 2. This option becomes exercisable at a rate of 1/8th of the securities underlying the option on 4/16/02 and thereafter at a rate of 1/48th of the securities underlying the option on each monthly anniversary of the vesting commencement date of 10/2/01 such that the option will be fully vested on 10/2/05.
- 3. This option becomes exercisable at a rate of 1/48th of the securities underlying the option on each monthly anniversary of the vesting commencement date of 12/11/02 such that the option will be fully vested on 12/11/06.

/s/ Jon Sobel Attorney-in-fact,

** Signature of Reporting Person

07/17/2003

for Terry Semel

Date

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).
- ** 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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