**KERR RICHARD J**

1. **Title of Security (Instr. 3)**
2. **Transaction Date (Month/Day/Year)**
3. **Deemed Execution Date, if any (Month/Day/Year)**
4. **Transaction Code (Instr. 8)**
5. **Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)**
6. **Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)**
7. **Ownership Form: Direct (D) or Indirect (I) (Instr. 4)**
8. **Nature of Indirect Beneficial Ownership (Instr. 4)**

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. **Title of Derivative Security (Instr. 3)**
2. **Conversion or Exercise Price of Derivative Security**
3. **Transaction Date (Month/Day/Year)**
4. **Deemed Execution Date, if any (Month/Day/Year)**
5. **Transaction Code (Instr. 8)**
6. **Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)**
7. **Date Exercisable and Expiration Date (Month/Day/Year)**
8. **Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)**
9. **Price of Derivative Security (Instr. 5)**
10. **Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)**
11. **Ownership Form: Direct (D) or Indirect (I) (Instr. 4)**
12. **Nature of Indirect Beneficial Ownership (Instr. 4)**

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<tr>
<th>Code</th>
<th>V</th>
<th>(A) or (D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
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**Non-Qualified Stock Option (right to buy)**

- **$20.97**
- **08/15/2003**
- **A**
- **5,000**
- **08/15/2003**
- **Class A Common Stock**
- **5,000**
- **$20.97**
- **5,000**
- **D**

**Non-Qualified Stock Option (right to buy)**

- **$16**
- **02/06/2003**
- **Class A Common Stock**
- **7,000**
- **7,000**
- **D**

**Explanation of Responses:**

1. This non-qualified stock option was granted on 8/15/03 with one-third of the total grant vesting on each of the first three anniversaries of the grant date.
2. This non-qualified stock option was granted on 2/6/02 with one-third of the total grant vesting on each of the first three anniversaries of the grant date.

/s/ Richard J. Kerr 08/18/2003

**Signature of Reporting Person**

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.