SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden bauts per response: 0.5

	hours per response:	0.5						
5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								

1. Name and Addre	1 0		RTEGY INC [• •	וסמחוע		ationship of Reportin < all applicable) Director	ssuer Owner				
(Last) 3232 PALMER	(First) HIGHWAY		3. Date of Earliest Transaction (Month/Day/Year) 10/01/2003						Officer (give title below)	Other below	(specify)		
(Street) TEXAS CITY (City)	TX (State)	77592 (Zip)	4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)						i. Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
			2. Transaction Date (Month/Day/Yea	y/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 3) 8)				nd Securities Form: Direct of Ind Beneficially (D) or Indirect Owned Following Reported Transporting (I) (Instr. 4)					

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)				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 Transaction(s) (Instr. 4)	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				
Phantom Stock	\$0 ⁽¹⁾	10/01/2003		Α		151.24		(2)	(2)	Common Stock	151.24	\$33.06	2,970.01	D	

Explanation of Responses:

1. The phantom stock converts into common stock on a one-for-one basis.

2. The units are to be settled 100% in cash upon the reporting person's election to distribute the funds in equal installments over 10 years.

Marcia R. Glick, as attorney-	
in-fact for Charles T. Doyle	10/02/2003
<u>pursuant to a Power of</u>	10/02/2003
<u>Attorney on File</u>	

** Signature of Reporting Person 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.

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.