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 |
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| 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

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|--|-------------------|------------|---------|---|-----------------|---------------------------|---|--|-----------------|---------------|--|--|
| 1. Name and Address of Reporting Person* HUNT DAVID K | | | | uer Name and Ticke <u>RTEGY INC</u> [| 0 | ymbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| | | | | | | | X | Director | 10% 0 | Dwner | | |
| (Last) 8285 DARROW | (First) 7 ROAD | (Middle) | | te of Earliest Transa 1/2003 | uction (Month/E | bay/Year) | | Officer (give title below) | Other below | (specify) | | |
| | | | 4. If A | mendment, Date of | Original Filed | (Month/Day/Year) | 6. Indiv | /idual or Joint/Group | Filing (Check A | pplicable | | |
| (Street) TWINSBURG | ОН | 44087-2307 | | | - | | Line) X | Form filed by One Form filed by Mor Person | 1 0 | | | |
| (City) | (State) | (Zip) | | | | | | 1 013011 | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | |
| 1 Title of Security | (Instr 3) | 2. Trans | action | 2A. Deemed | 3. | 4. Securities Acquired (A |) or | 5. Amount of | 6. Ownership | 7. Nature | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 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) |

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

| | | | (3 / | , | | , | | , , | | | , | | | | |
|---|---|--|---|------------------------------|---|--|---------------------------------|--|--------------------|--|--|---|--|--|--|
| 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) | | 5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (I 3, 4 and | ive ies ed ed nstr. | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | e and 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 | | A | | 181.49 | | (2) | (2) | Common Stock | 181.49 | \$33.06 | 3,589.85 | D | |

Explanation of Responses:

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

2. The reporting person becomes entitled to the cash value of the phantom stock upon the reporting person's election to distribute the funds in equal amounts over 10 years.

| <u>Marcia R. Glick, as attorney-</u> | |
|--------------------------------------|-------------------|
| in-fact for David K. Hunt | 10/02/2002 |
| <u>pursuant to a Power of</u> | <u>10/02/2003</u> |
| Attorney on File | |

** 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.