

Edgar Filing: ITRI LORETTA M - Form 4

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 6. Relationship of Reporting Person (s) to Issuer (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Exec. VP Clinical Research & Development

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 7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Table I -- Non Derivative Securities Acquired, Disposed of, or
 Beneficially Owned
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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount Sec Ben Own of (In and
		Code	Amount or Price (A) or (D)	
Common Stock, par value \$.001				1,0
Common Stock, par value \$.001				5,9

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 5(b)(v).

FORM 4 (continued)

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

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- Action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Pr of De at Se it (I 5)
Options to acquire Common Stock (4)	\$7.861	1/28/03	A		1/28/04 1/28/13	Common Stock, par value \$.001	30,000

Explanation of Responses:

- (1) Does not include 35,800 shares held by the Reporting Person's spouse's individual retirement account.
- (2) Held by the Reporting Person's individual retirement account.
- (3) Shares issued to Reporting Person as a hiring bonus, at the April 28, 2001 closing market price of \$8.34 per share.
- (4) These options were granted as part of an annual bonus. These options vest equally over the next four (4) years.

/s/ Loretta M. Itri

February 6, 2003

** 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.