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* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 5 (continued) 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date				Title
Options to Purchase	\$18.45	2/26/2002		A	2,500		See Note 2	2/26/2012	NU Common Shares, \$5 par	2,500	N/A	10,000

Explanation of Responses:

Note 1. Includes shares receipt of which has been deferred.

Note 2. 50 percent on 2/26/2002, 50 percent on 2/26/2003.

/s/ **Raymond L. Golden, by O. Kay Comendul**
POA

February 5, 2003
 Date

**Signature of Reporting Person

**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 provided is insufficient, see Instruction 6 for procedure.