



| Owner-ship   | Day/Year | Code | V   | Amount  | (A) or (D) | Price | Month (Instr. 3 and 4) | (I) (Instr.) |
|--|----------|------|-----|---------|------------|-------|------------------------|--------------|
| 4) (Instr. 4)  |          |      |     |         |            |       |                        |              |
| <S>  | <C>      | <C>  | <C> | <C>     | <C>        | <C>   | <C>                    | <C>          |
| <C>  |          |      |     |         |            |       |                        |              |
| Class A Common Stock   | 3-14-02  | G    | V   | 650     | D          |       |                        |              |
| Class A Common Stock   | 3-15-02  | G    | V   | 165     | D          |       |                        |              |
| Class A Common Stock   | 3-27-02  | S(1) |     | 290,000 | D          | 30.13 |                        |              |
| Class A Common Stock<br>By reporting<br>person as<br>trustee for<br>for The Price<br>Trust | 4-1-02   | S(1) | V   | 110,000 | D          | 30.01 | 1,000,355              | I            |
| Class A Common Stock   |          |      |     |         |            |       | 600                    | D            |

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

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FORM 4 (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) Securities | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Acquired (A) or Disposed of (Instr. 3, 4, and 5) |
|---|--|--------------------------------------|--------------------------------|--|
| (D) and 5)  |  |                                      | Code V                         | (A)  |
| <S>   | <C>  | <C>                                  | <C>                            | <C>  |
| <C>   |  |                                      |                                |  |

<CAPTION>

| 11. Nature of Indirect derivative Security Ownership | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security (D) or (I) |
|--|--|---|--|--|--|
| Indirect (Instr. 4)                                  |  |   |  |  |  |

<S> <C> <C> <C> <C> <C> <C> <C>

</TABLE>

Explanation of Responses:

(1) Sale pursuant to a variable prepaid forward contract, dated as of March 31, 2002, between the reporting person and Banc of America Securities LLC. The final sales prices and number of shares delivered are subject to adjustment upon settlement of the contract based on the closing price of the Issuer's Class A Common Stock on selected dates in March and April of 2005.

/s/ Thomas A. Price

4/10/02

\*\*Signature of Reporting Person

Date

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.

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