

**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, and 5)		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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Includes shares of Common Stock beneficially owned by Armand Marciano as follows: 5,041,992 shares held as sole trustee of the Armand Marciano Trust, dated February 20, 1986, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Anastasia, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Francisca, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Harrison, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Dominique, and 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Julien.
- Includes shares of Common Stock beneficially owned by Armand Marciano as follows: 5,041,892 shares held as sole trustee of the Armand Marciano Trust, dated February 20, 1986, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Anastasia, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Francisca, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Harrison, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Dominique, and 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Julien.
- Includes shares of Common Stock beneficially owned by Armand Marciano as follows: 5,041,492 shares held as sole trustee of the Armand Marciano Trust, dated February 20, 1986, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Anastasia, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Francisca, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Harrison, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Dominique, and 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Julien.
- Includes shares of Common Stock beneficially owned by Armand Marciano as follows: 5,041,392 shares held as sole trustee of the Armand Marciano Trust, dated February 20, 1986, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Anastasia, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Francisca, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Harrison, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Dominique, and 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Julien.
- Includes shares of Common Stock beneficially owned by Armand Marciano as follows: 5,040,792 shares held as sole trustee of the Armand Marciano Trust, dated February 20, 1986, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Anastasia, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Francisca, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Harrison, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Dominique, and 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust--Julien.

Armand Marciano

05/16/2003

** 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.

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