SIEBEL CARL A Form 4/A January 21, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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| ~ - | | | | | me and Tiop, Inc, (AT | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|---------------------------------------|--------------------------------|--------------------|---|-------|---|----------------|---|--|--|--|--|--|--|
| (====) | | | | rting | ntification g Person, voluntary) | Numbe | M | Statement for fonth/Day/Year 1/20/03 | | <u> </u> | | | |
| | | | | | | | President and Officer | Chief Executive | | | | | |
| | | | | | | If Amendment, | 7. Individual or | 7. Individual or Joint/Group Filing | | | | | |
| (Street) Crystal Lake, IL 60014 | | | | | | | $(\mathbf{N}$ | ate of Original Month/Day/Year) 20/03 | X Form filed by Person Form filed by | (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (Ci | ty) (State) (| (Zip) | Т | able | I Non-I | Derivat | ive Se | curities Acquired, Di | isposed of, or Bene | ficially Owned | | | |
| 1. Title of Security (Instr. 3) | action Date (Month/ Day/ Year) | Execution Date, | 3. Trans action C (Instr. 8 Code | ode | 4. Securitie (A) or Disp (Instr. 3, 4 Amount | osed o | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially

(e.g., puts, calls, warrants, options, convertible securities)

| _ | | | 0,1 | | | <u>. </u> | | | | | |
|-----------|--------------|-------------|-----------|---------|----------------|--|----------------|-------------|----------------|-----------|---------|
| 1. Title | of 2. Conver | - 3. Trans- | 3A. | 4. | 5. Number of | 6. Date Exercisable | 7. Title and | 8. Price of | 9. Number of | 10. | 11. Na |
| Derivat | ive sion or | action | Deemed | Trans- | Derivative | and Expiration | Amount of | Derivative | Derivative | Owner- | of Indi |
| Security | Exercise | Date | Execution | action | Securities | Date | Underlying | Security | Securities | ship | Benefi |
| | Price of | | Date, | Code | Acquired (A) | (Month/Day/ | Securities | (Instr. 5) | Beneficially | Form | Owner |
| (Instr. 3 |) Derivativ | (Month/ | if any | | or Disposed | Year) | (Instr. 3 & 4) | | Owned | of Deriv- | (Instr. |
| | Security | Day/ | (Month/ | (Instr. | of (D) | | | | Following | ative | |
| | | Year) | Day/ | 8) | | | | | Reported | Security: | |
| | | | Year) | | (Instr. 3, 4 & | | | | Transaction(s) | Direct | |
| | | | | | 5) | | | | (Instr. 4) | (D) | |
| l | 1 | | | | 1./ | | 1 | 1 | ľ | | |

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

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| Option | | | | | | | | | Stock | | | | |
|--------|-------|----------|------|---|-----------|-----|--------------|----------|--------|--------|--------|------------|--|
| Stock | 30.25 | 01/20/03 | A | | 90,000(2) | | (1) | 01/20/13 | Common | 90,000 | 90,000 | D | |
| | | | | | | | | | | Shares | | | |
| | | | | | | | | | | of | | (Instr. 4) | |
| | | | | | | | | Date | | Number | | (I) | |
| | | | | | | | Exer-cisable | tion | | or | | Indirect | |
| | | | Code | V | (A) | (D) | Date | Expira- | Title | Amount | | or | |

Explanation of Responses:

- (1) The option vests in three equal annual installments beginning on the first anniversary of the grant date.
- (2) Quantity amended from 80,000 previously filed.

By: /s/ Carl A. Siebel

01/21/03

Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).