## FORM 5

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

## [ ] Form 3 Holdings Reported

[ ] Form 4 Transactions Reported

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## ANNUAL 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(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. . . . 1.0

1. Name and Address of Martin, J. Landis	Reporting Person*	2. Issuer Name and Ticker or Trading Symbol		4. Statement for Month/Year		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 510 Bering Drive Suite 500	(First) (Mid	First) (Middle)		tional Corp.	12/31/2002		Z Director _ 10% Owner _ Officer (give title below) _ Other (specify below)			
(Street)			3. I.R.S. Identification Number of Reporting	a	5. If Amendment, Date of Original (Month/Year)		Description			
Houston TX 77057			Person, if an entity (voluntary)	5			7. Individual or Joint/Group Filing (Check Applicable Line)			
(City) (State) (Zip)							X Form filed by One Reporting Person Form filed by More than One Reporting Person			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)	2A. Deeme Execution I if any (Month/Day	Date, Code (Instr. 8)	Disposed Of ( (Instr. 3, 4,	,	5. Amount Securitie Benefici Owned a Issuer's Year (Instr. 3	es ally at end of Fiscal	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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	Transaction Date (Month/ Day/	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transaction Code (Instr.8)		6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	Derivative Securities Beneficially Owned at End of Year	Owner- ship Form of Deriv- ative Securities: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
					A or D	DE / ED	Title / Amount or Number of Shares			(Instr.4)	
Options (right to purchase Common Stock)	\$6.21	2/28/2002		A	15,000 A	2/28/2002(1) / 2/28/2012	Common Stock / 15,000	\$	15,000	D	

**Explanation of Responses:** 

(1) Stock option vested 100% upon issuance.

Date:

02/14/2003

/s/ J. Landis Martin

J. Landis Martin

\*\* Signature of Reporting Person

SEC 2270 (09-02)

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.

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 Number.