GEYER STAN Form 4

November 27, 2002

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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1. Name and A Geyer, Stan			Name and T		Person(s) to Issuer (to Issuer (Check all applicable)					
(Last) 3500 Lyman E	of Rep	orti	dentificatio ng Person, y (voluntary			4. Statement for Month/Day/Year November 27, 2002	10% Own _ Officer	X Director 10% Owner Officer (give title below) Other (specify below)			
Chaska, MN 5						5. If Amendment, Date of Original (Month/Day/Year)	(Check A X Form fi Person Form fi	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City	(City) (State) (Zip)				ble I Nor	ı-Der	ivative	Securities Acquired, Dis	sposed of, or	Beneficially Owned	
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)		3. Trans- action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			Securities Beneficially Owned Follow-	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	r ear)	(Month/Day/ Year)	Code	V	Amount	Amount (A) Price or (D)		ing Reported Transactions(s) (Instr. 3 & 4)	(I) (Instr. 4)		
Common Stock	11/27/02		G	V	1,500	D	N/A				
Common Stock	11/27/02		G	V	73,500	D	N/A	493,121	D	by trust	
Common Stock	11/27/02		G	V	1,500	D	N/A				
Common Stock	11/27/02		G	V	73,500	D	N/A	338,918	I	by family members	
Common Stock								400,000	I	by Transend Company, LP <u>(1)</u>	
Common Stock								30,925	I	by family foundation	
Common Stock	11/27/02		G	V	73,500	A	N/A				
Common Stock	11/27/02		G	V	3,000	A	N/A				

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Common Stock	11/27/02	G	V	73,500	A	N/A	150,000	I	by Transend Company II, LP(2)
Common Stock	11/27/02	G	V	1,500	A	N/A			
Common Stock	11/27/02	G	V	1,500	A	N/A			
Common Stock	11/27/02	G	V	3,000	D	N/A	0	Ι	by CHAE Industries, LLC ⁽³⁾
Common Stock							291,878	I	by ESOP

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 Owned

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

1. Title of	2. Conver-	3.	3A.	4.	5.		6. Date Exerc	isable	7. Title an	d	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-		nber	and Expiratio	n	Amount o		Derivative		Owner-	of Indirect
Security	Exercise	action	Execution	action	of		Date		Underlyin	g	Security		ship	Beneficial
	Price of		Date,	Code	Deri	ivati	(Mealonth/Day/		Securities		(Instr. 5)		Form	Ownership
(Instr. 3)	Derivative		if any				X ear)		(Instr. 3 &	: 4)				(Instr. 4)
	Security		(Month/	(Instr.	Acq		d					C	ative	
				8)	(A)								Security:	
		Year)	Year)		Disp		d					Transaction(s)	Direct	
					of (I	D)						(Instr. 4)	(D)	
													or	
					(Inst								Indirect	
					3, 4	&							(I)	
					5)								(Instr. 4)	
				Code V	(A)			Expira-	Title	Amount				
							Exer-cisable	tion		or				
								Date		Number				
										of				
										Shares				
Stock	\$ 3.15						(4)		Common	294,574		294,574	D	
Option									Stock					
(right to														
buy)														
Stock	\$3.15						(5)		Common	254,744		254,744	D	
Option									Stock					
(right to														
buy)					-									
Stock	\$9.63						(6)		Common	30,000		30,000	D	
Option									Stock					
(right to														
buy)				\vdash			(T)							
Stock	\$8.38						(7)		Common	90,000		90,000	D	
Option									Stock					
(right to														
buy)		ļ		\vdash			(0)		~					
Stock	\$ 11.00						(8)		Common	300		300	D	
Option									Stock					
(right to														
buy)									<u> </u>					

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

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Stock	\$8.04			(9)	10/15/11	Common	120,000	120,000	D	
Option						Stock				
(right to										
buy)										
Stock	\$ 5.90			(10)	10/15/12	Common	100,000	100,000	D	
Option						Stock				
(right to										
buy)										

Explanation of Responses:

- (1) Transend Company, LP is a grantor retained annuity trust and was formed as a part of a series of transactions for estate planning purposes.
- (2) Transend Company II, LP is a grantor retained annuity trust and was formed as a part of a series of transactions for estate planning purposes.
- (3) CHAE Industries, LLC was formed as part of a series of transactions for estate planning purposes.
- (4) 100% vested
- (5) 100% vested
- (6) 15,000 shares are exercisable; 7,500 additional shares will become exercisable on each of August 19, 2003 and 2004.
- (7) 22,500 shares are exercisable; an additional 22,500 shares will vest on each of November 27, 2002, 2003 and 2004.
- (8) 100% vested
- (9) 30,000 shares are exercisable; 30,000 additional shares will become exercisable on each of October 15, 2003, 2004 and 2005.
- (10) 25,000 shares will become exercisable on each of October 15, 2003, 2004, 2005 and 2006.

By: /s/ Lori Cameron
Attorney-in-Fact for Stan Geyer

**Signature of Reporting Person

November 27, 2002

Date

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).