

Edgar Filing: PARADYNE NETWORKS INC - Form 5

PARADYNE NETWORKS INC
Form 5
February 14, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

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(h) of the Investment Company Act of 1940

- Check 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

1. Name and Address of Reporting Person*

Bonderman David

(Last) (First) (Middle)

301 Commerce Street, Suite 3300

(Street)

Fort Worth TX 76102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Paradyne Networks, Inc. (PDYN)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

December 31, 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing
(check applicable line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned
 =====

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price
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* If the form is filed by more than one reporting person, see instruction 4(b) (v).

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(Over)
SEC 2270 (9.02)

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Options(1) (Right to buy)	\$2.67	06/12/2002	N/A	A	5,000 (A)	6/12/2002 6/12/2012	Common Stock 5,000

Explanation of Responses:

- (1) Grant of options for service on the board of directors of the Issuer by the Reporting Person.
- (2) Richard A. Ekleberry is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated June 8, 2000 which was previously filed with the Securities and Exchange Commission.

/s/ Richard A. Ekleberry

February 13, 2003

**Signature of Reporting Person

Date

Richard A. Ekleberry on behalf of
David Bonderman

** 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 provided is insufficient, see Instruction 6 for procedure.

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