## 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

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1. Name and Address of Repor King, Edmund		Issuer Name     and Ticker or Trading Symbol		Statement for Month/Year	6. Relati	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) ( 4153 North Dover Lane	(First) (Midd	le)	C Properties, Inc.		12/2002	X Directo	or _ 10% Owner (give title below) _	Other (specify below)
Provo, UT 84604	(Street)	1	.R.S. Identification Number of Reporting Person, if an entity	1	5. If Amendment, Date of Original (Month/Year)	Descript	dual or Joint/Group	
(City)	(State) (Zip	) (	(voluntary)		(MOIIIII/real)		(Check Applicable Lin	e)
							filed by One Reportir filed by More than Or	
		Table I - No	n-Derivative Secur	ities Acquired, Dis	posed of, or Beneficia	ally Owned		
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Code (Instr. 8)	4. Securities Acqui (D) (Instr. 3, 4, and 5	, A/D /	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Yes (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock					//\$	63,600	D	
Preferred B					//\$	4,534	D	
Common Stock					//\$	1,685	I	Held by spouse
Common Stock					//\$	10,489	ı	Company contribution and reinvestment of dividend on shares held in deferred compensation trust. Individuals do not have the right to vote such shares.

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)	sion or Exercise Price of Deri-	Transaction	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(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)	9. Number of Derivative Securities Beneficially Owned at End of Year Reported Transaction(s) (Instr.4)	10. 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				
Stock Options	\$5.375	03/31/2000				03/31/2001 / 03/31/2008	Common Stock / 3,000	\$		D	
Stock Options	\$5.375	03/31/2000				03/31/2002 / 03/31/2009	Common Stock / 3,000	\$		D	
Stock Options	\$5.375	03/31/2000				03/31/2003 / 03/31/2010	Common Stock / 3,000	\$		D	
Stock Options	\$5.375	03/31/2000				03/31/2004 / 03/31/2011	Common Stock / 3,000	\$		D	
Stock Options	\$5.375	03/31/2000				03/31/2005 / 03/31/2012	Common Stock / 3,000	\$	15,000	D	

Explanation of Responses:

Ву:

Date:

01/27/2003 /s/ Edmund C. King

\*\* Signature of Reporting Person SEC 2270 (09-02)

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

<sup>\*</sup> 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.

<sup>78</sup>ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

