WELCH JAMES L Form 4/A November 27, 2002

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

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

•		Address of Re ast, First, Midd	. 0	2.		[•] Name and Ticker or ng Symbol	3.		I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)				
	Welch, Jam	es L.		_	Yellov	w Corporation ("YELL")		_					
				4. Statement for (<i>Month/Day/Year</i>)					If Amendment, Date of Original (<i>Month/Day/Year</i>)				
	10990 Roe	Avenue		-	11/26/02				9/30/02				
		(Street)		6.		onship of Reporting Person(s) (Check All Applicable)	to 7.		Individual or Joint/Group Filing (Check Applicable Line)				
	Overland Pa	ark, KS 66211		-	0	Director ₀ 10% Own	er	2	x	Form filed by One Reporting Person			
	(City)	(State)	(Zip)		х	Officer (give title below)		(0	Form filed by More			
					0	Other (specify below)				than One Reporting Person			
						President and Chief Executive Officer - Yellow Transportation Inc.							

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).

	Title of Security (Instr. 3)	2.	Transaction Date (<i>Month/Day/Year</i>)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	3.	Trans Code (Instr.		Acquired or Dispose	rities nired (A) isposed of (D) r. 3, 4 and 5)		Amount of 6 Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
							Code	V	Amount	(A) or (D) Pric	ce				
	Common Stock		9/30/02				J(1)		1,047	А					
												8,047(2)	D		
												635.486 (2)	Ι		By ESOP
_															
_															
_								Page	2.						

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	3.	Transaction Date (Month/Day/Year)	3a.	Deemed Execution Date, if any (Month/Day/Year)	 Transaction Code (Instr. 8)	5.	Securities	A) or Disposed	d of
								Code V		(A)	(D)	
						Pag	e 3					

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

6. Date Exercisable and Expiration Date (Month/Day/Year)	7.	Title and Amount 8. of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
Date Expiration Exercisable Date		Amount or Number of Title Shares							

Explanation of Responses:

(1) On September 30, 2002, Yellow Corporation distributed to its shareholders of record all of the outstanding common stock of SCS Transportation, Inc. In lieu of receiving shares of SCS, the reporting person received additional restricted shares of Yellow Corporation. The number of shares of restricted stock of Yellow Corporation reported above compensate such reporting person for the SCST shares such person would have otherwise received in the distribution.

(2) Filing is amended to increase total amount of securities beneficially owned from prior filing, which inadvertently omitted certain previously reported acquisitions of common stock from the total.

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11/26/02

/s/ James L. Welch

**Signature of Reporting Person

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).