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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)

<b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i>  Rice, Philip L.    National City Corporation 1900 East Ninth Street  <i>(Street)</i>  Cleveland, Ohio 44114 <i>(City) (State) (Zip)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  National City Corporation (NCC)  <b>4. Statement for</b> <i>(Month/Day/Year)</i>  December 12, 2002  <b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i>  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i>  Executive Vice President	<b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i>    <b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i>    <b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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).

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>		5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/12/2002		M		1800	A	17.375	D
Common Stock	12/12/2002		F		1140	D	27.42	31,384.000
Common Stock							60.000	I
Common Stock							60.000	I
Common Stock							60.000	I
Common Stock (NCC 401(k) Plan)							17045.694	D
Common Stock (Restricted Stock)							4727.000	D

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
				Code	V	(A) (D)
Options (Rights to Buy)	\$17.375	12/12/2002		M		900
Options (Rights to Buy)	17.375	12/12/2002		M		900
Options (Rights to Buy)	27.42	12/12/2002		A		1140
Units of Interest in the Ncc Deferred Compensation Plan						

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 <i>(Month/Day/Year)</i>		7.	Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>		8.	Price of Derivative Security <i>(Instr. 5)</i>		9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>		10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>		11.	Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares													
	7/22/1997	7/22/2006	Common Stock	900									D				
	7/22/1998	7/22/2006	Common Stock	900									D				
	6/12/2003	7/22/2006	Common Stock	1,140					202,811.000				D				
									4779.428				D				

Explanation of Responses:

/s/ Philip L. Rice by Carlton E. Langer,  
Attorney-in-Fact

\*\*Signature of Reporting Person

12/12/2002

Date

\*\* 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.