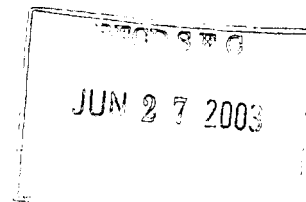


SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K



ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number: 000-50015

PROCESSED

JUL 02 2003

THOMSON
FINANCIAL

A. Full title of the plan and address of the plan, if different from that of the issuer named below:

TierOne Bank Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

TierOne Corporation
1235 "N" Street
Lincoln, Nebraska 68508

REQUIRED INFORMATION

Financial Statements. The following financial statements and schedule are filed as part of this annual report for the TierOne Bank Savings Plan (the "Plan") and appear immediately after the signature page hereof:

Independent Auditors' Report

Financial Statements:

Statements of Net Assets Available for Benefits as of December 31, 2002
and 2001

Statements of Changes in Net Assets Available for Benefits for the Years
Ended December 31, 2002, 2001 and 2000

Notes to Financial Statements

Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December
31, 2002

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees for the Plan have duly caused this annual report to be signed by the undersigned hereunto duly authorized.

TierOne Bank Savings Plan

June 27, 2003

By: 

Name: Gilbert G. Lundstrom

Title: Plan Administrator

TIERONE BANK SAVINGS PLAN

Financial Statements and Supplemental Schedule

December 31, 2002 and 2001, and for each of the years in the
three-year period ended December 31, 2002

(With Independent Auditors' Report Thereon)

TIERONE BANK SAVINGS PLAN

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Suite 1501
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233 South 13th Street, Suite 1600
Lincoln, NE 68508-2041

Independent Auditors' Report

Employee Benefit Committee
TierOne Bank:

We have audited the accompanying statements of net assets available for benefits of the TierOne Bank Savings Plan (the Plan) as of December 31, 2002 and 2001, and the related statements of changes in net assets available for benefits for each of the years in the three-year period ended December 31, 2002. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2002 and 2001, and the changes in net assets available for benefits for each of the years in the three-year period ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

Our 2002 audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as whole.

KPMG LLP

May 14, 2003
Lincoln, Nebraska



KPMG LLP KPMG LLP, a U.S. limited liability partnership, is
a member of KPMG International, a Swiss association.

TIERONE BANK SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2002 and 2001

| | 2002 | 2001 |
|--|---------------|------------|
| Assets: | | |
| Investments: | | |
| Pooled funds: | | |
| American Century Income & Growth Account | \$ 226,976 | 225,653 |
| American Century Small Cap Value Account | 411,548 | 578,738 |
| American Century Select Account | 16,559 | — |
| Janus Advisor Aggressive Growth Account | 259,089 | 330,152 |
| Mason Street Aggressive Growth Account | 13,949 | 41,429 |
| Principal Guaranteed Interest Account | 2,277,018 | 2,318,234 |
| Principal International Stock Account | 1,077,964 | 1,673,447 |
| Principal International Small Company Account | 24,153 | — |
| Principal Large Cap Stock Index Account | 1,652,067 | 2,817,044 |
| Principal Money Market Account | 902,717 | 1,264,203 |
| Principal Real Estate Account | 1,245,076 | 1,178,170 |
| Principal Bond and Mortgage Account | 2,075,810 | 1,881,432 |
| Principal Bond Emphasis Balanced Account | 326,965 | 404,928 |
| Principal Stock Emphasis Balanced Account | 306,183 | 415,610 |
| Principal Partners Large Cap Blend Account | 220,101 | — |
| Principal Partners Large Cap Blend I Account | 2,144,532 | 4,332,095 |
| Principal Mid Cap Stock Index Account | 383,116 | 401,326 |
| Principal International Emerging Markets Account | 123,619 | 156,952 |
| Principal Total Market Stock Index Account | 35,517 | 17,181 |
| Putnam Voyager Account | 270,589 | 455,617 |
| TierOne Corporation Common Stock Account | 6,156,525 | — |
| Total assets | 20,150,073 | 18,492,211 |
| Liabilities: | | |
| Accrued liabilities - excess contributions | 6,213 | — |
| Total liabilities | 6,213 | — |
| Net assets available for benefits | \$ 20,143,860 | 18,492,211 |

See accompanying notes to financial statements.

TIERONE BANK SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2002, 2001, and 2000

| | 2002 | 2001 | 2000 |
|---|---------------|-------------|------------|
| Additions to net assets attributed to: | | | |
| Investment loss | \$ (65,675) | (1,042,923) | (726,964) |
| Contributions: | | | |
| Employer's | 656,001 | 547,958 | 385,298 |
| Participants' | 1,121,493 | 953,381 | 673,654 |
| Rollovers | 332,945 | 32,016 | 248,534 |
| Total contributions | 2,110,439 | 1,533,355 | 1,307,486 |
| Total additions | 2,044,764 | 490,432 | 580,522 |
| Deductions from net assets attributed to: | | | |
| Benefits paid to participants | 391,271 | 766,317 | 1,402,613 |
| Administrative expenses | 1,844 | 1,495 | 1,550 |
| Total deductions | 393,115 | 767,812 | 1,404,163 |
| Net increase (decrease) | 1,651,649 | (277,380) | (823,641) |
| Net assets available for benefits: | | | |
| Beginning of year | 18,492,211 | 18,769,591 | 19,593,232 |
| End of year | \$ 20,143,860 | 18,492,211 | 18,769,591 |

See accompanying notes to financial statements.

TIERONE BANK SAVINGS PLAN

Notes to Financial Statements

December 31, 2002 and 2001

(1) Description of Plan

The following description of the TierOne Bank (Bank) Savings Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) *General*

The Plan, established August 1, 1978 and restated as of January 1, 1997, is a defined contribution 401(k) profit sharing plan and is administered by the Employee Benefit Committee. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Bank believes the Plan is in compliance with the requirements of ERISA.

(b) *Eligibility*

The Plan requires that employees complete six months of service to be eligible for participation in the Plan. The employee must make an election to participate in the Plan and agree to make contributions to the Plan by payroll deductions. Prior to January 1, 2001, the Plan required that employees complete one year of service to be eligible for participation in the Plan.

(c) *Contributions*

Employees can contribute from 1% to 25% of their salary to the Plan. During 2002, 2001, and 2000, the Bank contributed 80% of the employee's contribution up to a maximum of 6% of the employee's salary, as defined. The Bank may make additional contributions to the Plan not to exceed the maximum amount deductible from the Bank's income under the Internal Revenue Code. Participants must be employed on December 31 to receive an allocation of the Bank's contribution. Participants direct the investment of their contributions plus the Company's contributions into various investment options offered by the Plan.

(d) *Participant Accounts*

Each participant's account is credited with the participant's contribution, an allocation of the Bank's contribution and plan earnings. Allocations are based on participant earnings or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(e) *Vesting*

Participants are vested immediately in their contributions plus actual earnings thereon. Plan participants become 100% vested in the Bank's matching contributions at three years of service.

(f) *Payment of Benefits*

On termination of service due to death, disability, or retirement, a participant may elect to receive either a single lump-sum amount equal to the value of the participant's vested interest in his or her account, or as a fixed-period annuity. Participants may also elect to receive a taxable distribution of any part of their contributed vested account balance prior to retirement if plan hardship requirements are met.

TIERONE BANK SAVINGS PLAN

Notes to Financial Statements

December 31, 2002 and 2001

(g) Forfeitures

For the years ended December 31, 2002, 2001, and 2000, forfeitures in nonvested accounts totaling \$1,489, \$14,240, and \$12,990, respectively, were used to reduce employer contributions.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

(b) Investments Valuations and Income Recognition

The Plan's investments are stated at fair value, except for its benefit-responsive investment contract, which is valued at contract value, which is the value paid when funds are withdrawn prior to their maturity (see note 4). Quoted market prices are used to value investments. Each pooled separate account is valued at fair value at the close of each business day.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

(c) Payment of Benefits

Benefits are recorded when paid.

(d) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities at the date. Actual results could differ from those estimates.

(e) Risks and Uncertainties

The Plan provides for investment options in any combination of stocks, bonds, fixed income securities, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rates, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risk in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statements of changes in net assets available for plan benefits.

TIERONE BANK SAVINGS PLAN

Notes to Financial Statements

December 31, 2002 and 2001

(3) Investments

During 2002, 2001, and 2000, investment income (loss), including net depreciation in fair value of investments, was as follows:

| | 2002 | 2001 | 2000 |
|--|--------------------|--------------------|------------------|
| American Century Income & Growth Account | \$ (55,365) | (13,745) | (13,209) |
| American Century Select Account | (1,065) | — | — |
| American Century Small Cap Value Account | (99,039) | 83,431 | 28,234 |
| Janus Advisor Aggressive Growth Account | (102,597) | (158,265) | (165,118) |
| Mason Street Aggressive Growth Account | (7,395) | (103) | — |
| Principal Guaranteed Interest Account | 107,169 | 122,883 | 153,764 |
| Principal U.S. Stock Account | — | — | (382,625) |
| Principal International Small Company Account | (1,787) | — | — |
| Principal International Stock Account | (246,844) | (543,250) | (215,401) |
| Principal Large Cap Stock Index Account | (638,837) | (360,356) | (293,397) |
| Principal Money Market Account | 19,184 | 651,139 | 69,297 |
| Principal Real Estate Account | 44,706 | 65,134 | 94,302 |
| Principal Bond and Mortgage Account | 188,632 | 132,151 | 168,152 |
| Principal Bond Emphasis Balanced Account | (17,019) | (3,089) | 26,736 |
| Principal Stock Emphasis Balanced Account | (53,108) | (32,325) | 9,246 |
| Principal Partners Large Cap Blend I Account | (1,066,502) | (878,984) | (94,377) |
| Principal Partners Large Cap Blend Account | 772 | — | — |
| Principal Mid Cap Stock Index Account | (68,116) | 1,057 | 2,637 |
| Principal International Emerging Markets Account | (25,219) | (5,092) | (32,215) |
| Principal Total Market Stock Index Account | (8,204) | (1) | — |
| Putnam Voyager Account | (124,547) | (103,508) | (82,990) |
| TierOne Corporation Common Stock Account | 2,089,506 | — | — |
| | <u>\$ (65,675)</u> | <u>(1,042,923)</u> | <u>(726,964)</u> |

The following table represents the fair value of individual investments which exceed 5% of the Plan's net assets:

| | 2002 | 2001 |
|--|--------------|-----------|
| Principal Guaranteed Interest Account | \$ 2,277,018 | 2,318,234 |
| Principal International Stock Account | 1,077,964 | 1,673,447 |
| Principal Large Cap Stock Index Account | 1,652,067 | 2,817,044 |
| Principal Money Market Account | — | 1,264,203 |
| Principal Real Estate Account | 1,245,076 | 1,178,170 |
| Principal Bond and Mortgage Account | 2,075,810 | 1,881,432 |
| Principal Partners Large Cap Blend I Account | 2,144,532 | 4,332,095 |
| TierOne Corporation Common Stock Account | 6,156,525 | — |

(4) Guaranteed Interest Account with Insurer

The Plan entered into a Guaranteed Interest Account with Principal who maintains the contributions in a pooled account. The Guaranteed Interest Account is credited with earnings on the underlying investments

TIERONE BANK SAVINGS PLAN

Notes to Financial Statements

December 31, 2002 and 2001

and charged for plan withdrawals and administrative expenses charged by Principal. The Guaranteed Interest Account is included in the financial statements at contract value (which represents contributions made under the contract plus earnings, less withdrawals and expenses) because it is fully benefit responsive. For example, participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract value of the Guaranteed Interest Account at December 31, 2002 and 2001 approximated fair value. The average yield and crediting interest rates approximated 2.1%, 3.2%, and 5.3% for 2002, 2001, and 2000, respectively. The crediting interest rate is based on an agreed-upon formula with the issuer, but cannot be less than 0%.

(5) Related Party Transactions

The Plan's investments are shares in pooled funds managed by Principal Life Insurance Company. Principal Life Insurance Company is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Fees paid by the Plan for the administrative services amounted to \$1,844, \$1,495, and \$1,550 for the years ended December 31, 2002, 2001, and 2000, respectively.

(6) Plan Termination

Although it has not expressed any present intention to do so, the Bank has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

(7) Tax Status

The Internal Revenue Service has determined and informed the Bank by a letter dated June 19, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC).

TIERONE BANK SAVINGS PLAN

Schedule H, line 4i – Schedule of Assets (Held at End of Year)

December 31, 2002

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|-----|---|---|-------------|----------------------|
| | Pooled funds on deposit with Principal Life Insurance Company: | | | |
| | American Century Income & Growth Account | Mutual Fund | ** | \$ 226,976 |
| | American Century Small Cap Value Account | Mutual Fund | ** | 411,548 |
| | American Century Select Account | Mutual Fund | ** | 16,559 |
| | Janus Advisor Aggressive Growth Account | Mutual Fund | ** | 259,089 |
| | Mason Street Aggressive Growth Account | Mutual Fund | ** | 13,949 |
| * | Principal Guaranteed Interest Account | GIC | ** | 2,277,018 |
| * | Principal International Stock Account | Mutual Fund | ** | 1,077,964 |
| * | Principal International Small Company Account | Mutual Fund | ** | 24,153 |
| * | Principal Large Cap Stock Index Account | Mutual Fund | ** | 1,652,067 |
| * | Principal Money Market Account | Money Market | ** | 902,717 |
| * | Principal Real Estate Account | Mutual Fund | ** | 1,245,076 |
| * | Principal Bond and Mortgage Account | Mutual Fund | ** | 2,075,810 |
| * | Principal Bond Emphasis Balanced Account | Mutual Fund | ** | 326,965 |
| * | Principal Stock Emphasis Balanced Account | Mutual Fund | ** | 306,183 |
| * | Principal Partners Large Cap Blend Account | Mutual Fund | ** | 220,101 |
| * | Principal Partners Large Cap Blend I Account | Mutual Fund | ** | 2,144,532 |
| * | Principal Mid Cap Stock Index Account | Mutual Fund | ** | 383,116 |
| * | Principal International Emerging Markets Account | Mutual Fund | ** | 123,619 |
| * | Principal Total Market Stock Index Account | Mutual Fund | ** | 35,517 |
| | Putnam Voyager Account | Mutual Fund | ** | 270,589 |
| * | TierOne Corporation Common Stock Account | Corporate Stock | ** | 6,156,525 |
| | | | | \$ 20,150,073 |

* Indicates party-in-interest.

** Historical cost information is omitted as it is no longer required for participant-directed accounts.

See accompanying independent auditors' report.

INDEX TO EXHIBITS

| <u>Number</u> | <u>Description</u> |
|---------------|---|
| 23 | Independent Auditors' Consent |
| 99 | Statement Pursuant to 18 U.S.C. Section 1350 as Required by Section 906 of the Sarbanes-Oxley Act of 2002 |



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233 South 13th Street, Suite 1600
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Exhibit 23

Independent Auditors' Consent

The Board of Directors of TierOne Corporation and the Employee Benefit Committee of the TierOne Bank Savings Plan:

We consent to the incorporation by reference in the registration statement (No. 333-100286) on Form S-8 of TierOne Corporation of our report dated May 14, 2003 with respect to the statements of net assets available for benefits of the TierOne Bank Savings Plan as of December 31, 2002 and 2001, the related statements of changes in net assets available for benefits for each of the years in the three-year period ended December 31, 2002, and related schedule as of and for the year ended December 31, 2002, which report appears in the December 31, 2002 annual report on Form 11-K of the TierOne Bank Savings Plan.

KPMG LLP

June 27, 2003
Lincoln, Nebraska




**STATEMENT PURSUANT TO
18 U.S.C. SECTION 1350
AS REQUIRED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of the TierOne Bank Savings Plan (the "Plan") on Form 11-K (the "Report") for the fiscal year ending December 31, 2002, as filed with the Securities and Exchange Commission, each of the undersigned hereby certifies that to the best of his knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

June 27, 2003



Gilbert G. Lundstrom
Plan Administrator