

FORM 4 (CONTINUED) TABLE
 II -- DERIVATIVE
 SECURITIES ACQUIRED,
 DISPOSED OF, OR
 BENEFICIALLY OWNED
 (E.G., PUTS, CALLS,
 WARRANTS, OPTIONS,
 CONVERTIBLE SECURITIES)

1. Title of Derivative	2. Conversion	3. Transaction	4. Date	5. Number of Shares	6. Exercise Price	7. Title and Code of Underlying Security	8. Price or Amount
Directors Stock	A	01/02/02	01/02/02	2,000	24.68	Common	Option Award
Directors Stock	M	02/22/02	02/22/02	2,000	20.625	Common	Option Award

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---- 9. Number of | 10.
Ownership Form | 11.
Nature of Derivative |
of Derivative | Indirect
Securities | Securities
| Beneficial
| Beneficially |
Beneficially | Ownership
Owned at End | owned at
end | (Instr. 4) of
Month | of month |
(Instr. 4) | (Instr. 4)
-

----- | D | -
-----	-----
----- | D |

---- 10,000 | D | -
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- Explanation of
Responses: /s/ WILLIAM
L. TRUBECK 3/4/02 -----

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----- **Signature
of Reporting Person Date
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). **

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. Potential
persons who are to
respond to the
collection of
information contained in
this form are not
required to respond
unless the form displays
a currently valid OMB
Number. Page 2

(Print or Type Responses)

Derivative Securities Beneficially Owned at End of Month
(Instr. 4)