

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

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

[illegible]

[illegible]

(1) These shares represent a restricted stock award pursuant to the Company's Executive Performance Plan that are issued under the Company's 2002 Stock Option and Share Award Plan. These shares vest in 1/3 increments on each of the first, second and third anniversaries of the date of grant. The vested shares remain restricted and may not be sold by the executive until such time as the executive leaves the company or in certain circumstances upon a change of control (as defined in the grant).

(2) Represents the closing price of the Company's common stock on The Nasdaq Stock Market on the date of grant.

4/17/03

Date _____

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.