

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. Conver- |
|3. Trans- |
|4. Trans- |
|5. Number |
of |6. Date |
Exer- |7. |
Title and |
Amount |8. |
Price |
Security |
sion or |
action |
action |
Derivative |
cisable and |
| of |
Underlying |
of (Instr. |
3) |
Exercise |
Date | Code |
| Securities |
Ac- |
Expiration |
Securities |
Deriv- |
Price of |
(Month/ |
(Instr. 8)|
quired (A)|
or | Date |
(Instr. 3 |
and 4) |
ative |
Deriv- |
Day/ | |
Disposed of |
(D)|
(Month/Day/ |
| | Secur- |
ative |
Year) | |
(Instr. 3, |
4, | Year) |
| ity |
Security | |
and 5)			
(Instr. 5)			

| | | | |
Date |
|Expira- | |
Amount or |
| | |-----

|Exer- |tion |
| Title |
Number of |
| | | Code |
|V | (A) |
(D) |
|cisable|Date |
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Directors
Stock Option
| 24.68 |
1/2/02 | A |
| 2,000 |
|7/1/02 |
1/2/07
|Common |
2,000 |
24.68 Award
| | | | |
| | |Stock |
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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 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)