

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 or Action	4. Trans-Action	5. Number of Shares	6. Date Exercisable	7. Title and Amount	8. Price Security
Directors Stock Option				2,000	01/02/02	A	24.68
Common				2,000	07/01/02	01/02/07	24.68 Award
Directors Stock Option				2,000	02/26/02	M	20.625
Common				2,000	10/23/97	04/23/02	20.625

Explanation of
Responses: /s/
Carl W. Vogt
3/4/02 -----

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)