

February 14, 2002

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

1. Title of Security	2. Trans- action Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount
	(Month/ Day/ Year)		Amount	A/D	Price	Secu- Bene- Own- End Year
Common Stock	01/26/2001	A	10000	A	\$0.0000	153771
Common Stock						399
Common Stock						786

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

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Stock Option	\$41.25					05/17/2009	Common			
							Stock			
Stock Option	\$59.96	07/01/2001	A	20000	01/01/2003	01/01/2008	Common	200000	\$	
				0			Stock			
Stock Option	\$59.96	07/01/2001	A	20000	01/01/2004	01/01/2009	Common	200000	\$	
				0			Stock			
Stock Option	\$59.96	07/01/2001	A	20000	01/01/2005	01/01/2010	Common	200000	\$	
				0			Stock			

Explanation of Responses:

SIGNATURE OF REPORTING PERSON
/s/ Thomas, II F. Farrell

DATE
02/14/2002