

May 07, 2002

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

1. Title of Security	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code Code V	4. Securities Acquired (A) or Disposed of (D) Amount A/D Price	5. Amount Secu Bene Owne End Mont
Common Stock	02/01/2002	F V	-1934 D \$0.0000	
Common Stock	04/22/2002	M	39307 A \$41.2500	
Common Stock	04/22/2002	S	-39307 D \$66.6520	
Common Stock	04/23/2002	M	50693 A \$41.2500	
Common Stock	04/23/2002	S	-50693 D \$66.3064	109293
Common Stock				4327
Common Stock				4228

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

1.	2.	3.	4.	5.	6.	7.	8.
						Title and Amount	
						of Underlying	
	Conver-			Number of		Securities	
	sion or			Derivative	Date Exercisable		
	Exercise			Securities	and Expiration Date	Amount	
	Price of	Transac-	Transac-	Acquired(A)	(Month/Day/Year)	or	
Title of	Deriv-	tion Date	tion Code	Disposed(D)		Number	

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Derivative Security	ative Security	(Month/ Day/Year)	+-----+---+-----+-----+ Code V (A) (D)	Date Exer- cisable	Expira- tion Date		of Shares	D S
Phantom Stock	\$0	03/01/2002	A					