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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
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Common Stock Options under the 1996 Stock Option Plan see note (1)	\$25.00	3/18/03		A	15,000	3/18/04 3/18/13	15,000
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Explanation of Responses:

(1) Options granted under the 1996 Option Plan vest over a five year period, in equal installments, beginning on the first anniversary of the grant date.

/s/ Jeffry O. Rosenthal

March 19, 2003

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\*\*Signature of Reporting Person

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Date

Reminder: Report on a separate line for each class of securities beneficially

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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.

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