

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	4. Securities Acquired (A) or Disposed of (D)				5. Amou Secu Bene Owne End Mont
		Code	V	Amount	A/D	Price	
Common Stock	02/01/2002	F	V	-2084	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	149170
Common Stock							2650

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	P
Derivative	ative	(Month/			Date Exer-	Expira-	
		(Month/				of	

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Security	Security	Day/Year)	Code	V	(A)	(D)	isable	tion Date	Title	Shares	S
-----	-----	-----	-----	+	+	-----	+	-----	+	-----	+
Phantom Stock	\$0								Common		
Stock Option	\$41.25	04/22/2002	M			39307	01/01/2000	05/17/2009	Common	39307	\$