



\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

(Print or Type Responses)

(Over)

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**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
				(A)	(D)	Date Exercisable	Expiration Date					

Options to Purchase	19.95	1/29/02	A	5000	1	1/29/07	Common Stock	5000			D	
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Common Stock

Options to Purchase	13.50	5/31/02	J	5000	2	5/31/02	Common Stock	5000		25,000	D	
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Common Stock

Explanation of Responses:

- 1 Vested over three year period from the date of grant
- 2 Expired 5,000 Option to purchase common stock on 5/31/02

/Sd/

8/10/02

\*\*Signature of Reporting Person

(Date)

\*\* 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.