

* 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.