



Common Stock, par value \$.01 per share 03/07/2002 A 1,965 A \$20.47 5,692 D

</TABLE>

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

FORM 5 (continued)

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

<TABLE>  
<CAPTION>

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price (Instr. 3)	3. Trans- action Date (mm/dd/ yy)	4. Code (A or D)	5. Number of Derivative Securities Acquired (Instr. 3, 4 and 5)	6. Date (Month/Day/Year)	7. Exercisable and Expiration Date (Instr. 3, 4 and 5)	8. Underlying Securities Price (Instr. 3 and 4)	9. Amount Owned (Instr. 3, 4 and 5)	10. Owner- ship of Deriv- ative Secur- ity (Instr. 3, 4 and 5)	11. Nature of Beneficial Ownership (Instr. 3, 4 and 5)
Stock Option (right to buy)	\$27.1875			*1	10/28/09	Common Stock	20,000	20,000		D
Stock Option (right to buy)	\$59.50			*2	02/14/11	Common Stock	19,900	19,900		D
Stock Option (right to buy)	\$15.74	03/07/02	A	19,156		Common Stock	19,156	19,156		D

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Explanation of Responses:

\*1: The employee stock option, with a right to buy, granted on 10/28/99 is currently exercisable with respect to all 20,000 shares.

\*2: The option granted 02/14/01 is exercisable as follows: i) 6,634 as of 02/14/02, and ii) 6,633 on each of 02/14/03 and 02/14/04.

\*3: The option granted 03/07/02 is exercisable as follows: i) 6,386 on 03/07/03, and ii) 6,385 on each of 03/07/04 and 03/07/05.

/s/ Bernard C. Boyle

2/4/03

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\*\*Signature of Reporting Person

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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 provided is insufficient, see Instruction 6 for procedure.