



</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.	2.	3.	3A.	4.	5.	6.	7.	8.	9.	10.	11.
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative (Instr. 3)	Transaction Date (mm/dd/yy)	Deemed Executed Date (mm/dd/yy)	Transaction Code (A or D)	Number of Derivative Securities Acquired or Disposed of (Instr. 4 and 5)	Date (Month/Day/Year)	Title and Amount of Underlying Securities Exercisable and Expiration Date (Instr. 7)	Price (Instr. 3 and 4)	Ownership of Derivative Securities (Instr. 9)	Derivative Security (Instr. 10)	Nature of Derivative Security: In-Direct or Beneficially Owned (Instr. 11)

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Stock Option (right to buy)	\$16.00				*1	5/19/08	Common Stock	7,500	7,500	D
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Stock Option (right to buy)	\$27.00				*2	6/02/09	Common Stock	3,750	3,750	D
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Stock Option (right to buy)	\$27.84				*3	6/07/10	Common Stock	7,500	7,500	D
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Stock Option (right to buy)	\$83.685				*4	07/11/11	Common Stock	7,500	7,500	D
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Stock Option (right to buy)	\$14.16	07/18/02	A	7,500	*5	07/18/12	Common Stock	7,500	7,500	D
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Explanation of Responses:

\*1: The stock option granted on 5/19/98 is currently exercisable with respect to all 7,500 shares.

\*2: The stock option granted on 6/02/99 is currently exercisable with respect to all 3,750 shares.

\*3: The stock option granted on 6/07/00 is exercisable as follows: i) 5,000 are currently exercisable; and ii) 2,500 shares on 06/07/02.

\*4: The stock option granted on 7/11/01 is exercisable as follows: i) 2,500 are currently exercisable; and ii) 2,500 shares on each of the 1st and 2nd anniversaries of the grant date, respectively.

\*5: The stock option granted on 7/18/02 is exercisable as follows: i) 2,500 are currently exercisable; ii) 2,500 shares on 07/18/03; and iii) 2,500 shares on 07/18/04 .

/s/ Gerald J. Mossinghoff

2/7/03

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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.