

Common Stock, par value \$.01 per share 03/07/2002 A 1,441 A \$20.47 3,085 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. 4 and 5)	6. Date (Month/ Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Exercise Date (Month/ Day/ Year)	9. Owner- ship of Deriv- ative Secur- ity (Instr. 5)	10. Deriv- ative Secur- ity (Instr. 4)	11. Nature of In- terest (Direct or Beneficial) (Instr. 4)
Stock Option (right to buy)	\$16.00			*1	05/19/08	Common Stock		2,500	2,500	D
Stock Option (right to buy)	\$27.1875			*2	10/28/09	Common Stock		10,000	10,000	D
Stock Option (right to buy)	\$59.50			*3	02/14/11	Common Stock		10,952	10,952	D
Stock Option (right to buy)	\$15.74	03/07/02	A	14,056		Common Stock	*4 03/07/12	14,056	14,056	D

</TABLE>

Explanation of Responses:

- *1: The shares covered by this grant are all currently exercisable.
- *2: The shares covered by this grant are all currently exercisable.
- *3: The option granted 02/14/01 is exercisable as follows: i) 3,650 as of 02/14/02, and ii) 3,651 on each of 02/14/03 and 02/14/04.
- *4: The option granted 03/07/02 is exercisable as follows: i) 4,686 on 03/07/03, and ii) 4,685 on each of 03/07/04 and 03/07/05.

/s/ Robert Higgins

2/7/03

**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 provided is insufficient, see Instruction 6 for procedure.