

January 03, 2002

- TABLE I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	2.	3.	4.	5.	6.	7.	8
						Title and Amount of Underlying Securities	
	Conver- sion or Exercise Price of Deriv-	Transac- tion Date (Month/ Day/Year)	Transac- tion Code Code V	Acquired(A) Disposed(D) (A) (D)	Date Exercisable and Expiration Date (Month/Day/Year)	Amount or Number of	P D
Title of Derivative Security	Deriv- ative Security	tion Date (Month/ Day/Year)	tion Code Code V	Acquired(A) Disposed(D) (A) (D)	Date Exer- cisable Expiration Date	Title Shares	S
Stock Options (Right to buy)	\$16.25	12/11/2001	A	2000	12/11/2006 12/11/2011	Common Stock	2000 \$

Explanation of Responses:

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SIGNATURE OF REPORTING PERSON
/s/ Charles D. Smith

DATE
01/03/2002