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(Print or Type R

Common Stock	5/15/02	S(1)	100	D	\$33.44
Common Stock	5/15/02	S(1)	100	D	\$33.43
Common Stock	5/15/02	S(1)	600	D	\$33.42

\* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).  
 Reminder: Report on a separate line for each class of securities beneficially owned directly or i

(Print or Type R

FORM 4 (CONTINUED)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL  
 (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)		5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4, and 5)	
			Code	V	(A)	(D)
Director Stock Option (Right to Buy)	\$26.25	5/15/02	M(1)			5,000
Director Stock Option (Right to Buy)	\$26.31	5/15/02	M(1)			5,000
Director Stock Option (Right to Buy)	\$31.625	5/15/02	M(1)			3,000

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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Derivative Security: Direct (D) or Indi- rect (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Own- ership (Instr. 4)
Title	Amount or Number of Shares			
Common Stock	5,000	0	D	
Common Stock	5,000	0	D	
Common Stock	3,000	0	D	

Explanation of Responses:

- (1) The reporting person obtained and sold the Common Stock as a result of the cashless exercise of Director Stock Options.
- (2) On September 7, 2000, the reporting person was granted an option to purchase 5,000 shares of Common Stock. The option vested on September 7, 2001.
- (3) On May 14, 2001, the reporting person was granted an option to purchase 5,000 shares of Common Stock. The option vested on May 14, 2002.
- (4) On March 19, 1999, the reporting person was granted an option to purchase 3,000 shares of Common Stock. The option vested on March 19, 2000.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Irvin D. Reid

6/10/02

\*\*Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, SEE Instruction 6 for procedure.