

Edgar Filing: HILL MICHAEL E - Form 4

Common Stock

2. Transaction Date (mm/dd/yy)

01-23-03
01-31-03

3. Transaction Code (Instr. 8)

Code V

 S

4. Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4, and 5)

| Amount | (A) or (D) | Price |
|--------|------------------|-------|
| 10,000 | D | 2.50 |
| 10,000 | D | 2.50 |

5. Amount of Securities Beneficially Owned at End of Month
(Instr. 3 and 4)

420,000
410,000

6. Ownership Form: Direct (D) or Indirect (I)
(Instr. 4)

7. Nature of Indirect Beneficial Ownership
(Instr. 4)

Table II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 3)

2. Conversion or Exercise Price of Derivative Security

3. Transaction Date (Month/Day/Year)

4. Transaction Code
(Instr. 8)

Code V

5. Number of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4 and 5)

6. Date Exercisable and Expiration Date (Month/Day/Year)

| Date | Expiration |
|------|------------|
|------|------------|

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Exercisable

Date

7. Title and amount of Underlying Securities
(Instr. 3 and 4)

| Title | Amount or Number of Shares |
|-------|-------------------------------|
|-------|-------------------------------|

8. Price of Derivative Security
(Instr. 5)

9. Number of Derivative Securities Beneficially Owned at End of Month
(Instr. 4)

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 4)

11. Nature of Indirect Beneficial Ownership
(Instr. 4)

Explanation of Responses:

- (1) These options were granted for attending scheduled Board Meeting.
These options vest immediately upon grant.

By:/s/ Michael Hill
Michael Hill

02-03-2003
Date

** Intentional misstatements of 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.