

November 05, 2002

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

Common Stock

0

1.	2.	3.	3A.	4.	5.	6.	7.
							Title and Amount
							of Underlying
							Securities
	Conver-	Trans-	Execu-		Number of		
	sion or	action	tion		Derivative	Date Exercisable	
	Exercise	Date	Date		Securities	and Expiration Date	Amount
	Price of			Transac-	Acquired (A)	(Month/Day/Year)	or
Title of	Deriv-	(Month/	(Month/	tion Code	Disposed (D)		Number
Derivative	ative	Day/	Day/			Date Exer-	Expira-
Security	Security	Year)	Year)	Code V	(A) (D)	cisable	tion Date
							Title
							Shares

Phantom	\$0	09/03/2	A	1193	09/03/2002	09/30/2015	Common	1193
Stock Units		002						