

() Form filed by More than One Reporting Person

1. Title of Security	2.	3.	4. Securities Acquired (A) or Disposed of (D)				5. Amount of Securities Beneficially Owned at End of Month
	Transaction			A/			
	Date	Code	V	Amount	D	Price	

1.Title of Derivative Security	2.Con- version or Exer- cise Price of Deriva- tive Secu- ritv	3. Transaction	4. Date	5.Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of(D) Amount	6.Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir- ation A/ Exer- D cisa- ble	7.Title and Amount of Underlying Securities Title and Number of Shares	8.P of vat Sec rit
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Phantom Stock Units	1 for 1	1/2/0 A		6		A	(1)	(1)	Common Stock 6		\$43
		3									

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Explanation of Responses:

(1) These Phantom Stock Units were acquired under the company's deferred compensation plans and are to be settled in cash upon retirement or other termination from the company.

SIGNATURE OF REPORTING PERSON

Jeffery P. Monte

Attorney-in-fact

DATE

1/6/2003