

## February 08, 2002

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

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	Transac- tion Date (Month/ Day/Year)	Transac- tion Code	Number of Derivative Securities Acquired(A) Disposed(D) (A)   (D)	Date Exercisable and Expiration Date (Month/Day/Year) Date Exer- cisable   Expira- tion Date	Amount or Number of Shares	P D S
Phantom Stock	\$0	12/31/2001	A	300		Common	300 \$