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

+		+		_+				+		+		+		-+
 1. Title of Security	2. Trans-	3. T	rans-	4.	Securities	Acquire	(A)	ļ5.	Amount of	6.	Owner-	7.	Nature	i
	action	a	ction		or Disposed	of (D)		1	Securities	1	ship		of In-	- 1
İ	Date	į c	ode	ĺ	-			İ	Beneficially	İ	Form:	Ì	direct	j
				1				1	Owned at	1	Direct	1	Bene-	- [
	(Month/	1						1	End of	1	(D) or		ficial	- 1
İ	Day/	+	+	-+		+		+	Month	İ	Indirect	: [Owner-	j
İ	Year)	Code	: V	Amc	unt A/	D Pr	ice	1		1	(I)		ship	Ì
i		i	i							1				- 1

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

+	+	+	+	+	+		+		+	+	+	++
1.	2.	3.	4.	5.	6.		7.		8.	9.		11.
										Number	Owner-	
										of	ship	1 1
	1		1							Deriv-	Form of	I I
							Title a	nd Amount		ative	Deriv-	1 1
	1		1				of Unde	rlying		Secur-	ative	Nature
	Conver-		1	Number of			Securit	ies		ities	Secur-	of
	sion or			Derivative	Date Exerci	sable	+	+	+	Benefi-	ity:	In-
	Exercise		1	Securities	and Expirat	ion Date	1	Amount		cially	Direct	direct
	Price of	Transac-	Transac-	Acquired(A)	(Month/Day/	Year)		or		Owned	(D) or	Bene-
Title of	Deriv-	tion Date	tion Code	Disposed(D)	++		+	Number	Price of	at End	In-	ficial
Derivative	ative	(Month/	+	+	+Date Exer-	Expira-	1	of	Derivative	of	direct	Owner-
Security	Security	Day/Year)	Code V	(A) (D)	cisable	tion Date	Title	Shares	Security	Month	(I)	ship
+	+	+	+	+	++		+	+	+	+	+	++

Stock Options \$33.7 05/03/2002 A V 6000 05/03/2004 05/03/2007 Common 6000 \$0.0000 6000 I (Right to buy)

Explanation of Responses:

SIGNATURE OF REPORTING PERSON /s/ WILLIAM WALTRIP

DATE 06/04/2002