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

1. Title of Security	2. Trans- action Date (Month/ Day/ +	3. Trans- action Code				5. Amount of Securities Beneficially Owned at End of + Month	s i	6. Owner- ship Form: Direct (D) or Indirect	+ 7. Natur of In direc Bene- ficia Owner	In- ect e- ial
+		Code V	Amount	A/D	Price	 -+	¦ +	(I)	Shi Shi	-
Common Stock Common Stock Common Stock Common Stock Common Stock	08/01/2002 08/15/2002 08/15/2002 08/16/2002 08/16/2002	M S M	-2000 22900 -22900 2100 -2100	D A D A D D	\$37.0118 \$5.3300 \$38.6845 \$5.3300 \$38.8400	13767	D D D D D			

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

1. 	2. 	3. 	4. 	5. 	6. 		7. 			9. Number	10. Owner-	11.
j	İ	İ	İ	İ	İ		İ		ĺ	of	ship	į į
				[Deriv-	Form of	
				[Title a	nd Amount		ative	Deriv-	
	1			I	1		of Unde	rlying		Secur-	ative	Nature
	Conver-			Number of	1		Securit	ies		ities	Secur-	of
	sion or			Derivative	Date Exerci	sable -	+	+	+	Benefi-	ity:	In-
	Exercise			Securities	and Expirat	ion Date	1	Amount		cially	Direct	direct
	Price of	Transac-	Transac-	Acquired(A)	(Month/Day/	Year)	1	or		0wned	(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-		of	Derivative	of	direct	Owner-
Security	Security	Day/Year)	Code V	(A) (D)	cisable	tion Date	Title	Shares	Security	Month	(I)	ship

Stock Options \$5.33 08/15/2002 M 22900 03/21/2001 09/29/2009 Common 22900 \$5.3300 D (Right to buy) Stock Stock Options \$5.33 08/16/2002 M 2100 03/21/2001 09/29/2009 Common 2100 \$5.3300 100254 D (Right to buy) Stock

 ${\tt Explanation \ of \ Responses:}$

This trade occured pursuant to a rule 10b5-1 trading plan established December 2001.

SIGNATURE OF REPORTING PERSON /s/ THOMAS F. ACKERMAN

DATE 09/03/2002