

May 07, 2002

1.	2.	3.	4.	5.	6.	7.	8.
						Title and Amount	
						of Underlying	
	Conver-			Number of		Securities	
	sion or			Derivative	Date Exercisable		
	Exercise			Securities	and Expiration Date	Amount	
	Price of	Transac-	Transac-	Acquired(A)	(Month/Day/Year)	or	
Title of	Deriv-	tion Date	tion Code	Disposed(D)		Number	

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Derivative Security	ative Security	(Month/ Day/Year)	+-----+---+-----+-----+ Code V (A) (D)	Date Exer- cisable	Expira- tion Date		Title	of Shares	D S
Phantom Stock	\$0	03/01/2002	A						