

December 05, 2002

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

1. Title of Security	2. Transaction Date (Month/Day/Year)	2A. Execution Date (Month/Day/Year)	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount or Value
Common Stock	12/04/2002		A	1099	\$0.0000
Common Stock	12/04/2002		F	-365	\$64.5500
Common Stock					5463.30
Common Stock					417.95
Common Stock					4397.40
Common Stock Units					5083.10
Matching Units					2541.50
Performance Share Units	12/04/2002		A	2563	\$0.0000
					13891.00

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

1.	2.	3.	3A.	4.	5.	6.	7.
							Title and Amount
							of Underlying
							Securities
	Conver-	Trans-	Execu-		Number of		
	sion or	action	tion		Derivative	Date Exercisable	
	Exercise	Date	Date		Securities	and Expiration Date	
							Amount

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	Price of		Transac-	Acquired(A)	(Month/Day/Year)		or
Title of	Deriv-	(Month/	(Month/	tion Code	Disposed(D)	+-----+-----+	Number
Derivative	ative	Day/	Day/	+-----+---+-----+-----+	Date Exer-	Expira-	
Security	Security	Year)	Year)	Code	V (A)	(D)	cisable
+-----+	+-----+	+-----+	+-----+	+-----+	+-----+	+-----+	+-----+
+-----+	+-----+	+-----+	+-----+	+-----+	+-----+	+-----+	+-----+
Stock	\$64.55	12/04/2		A	8000	12/04/2002	12/04/2012
Option		002					
							Common
							8000
							Stock

Explanation of Responses:

SIGNATURE OF REPORTING PERSON
/s/ N. Jeanne Ryan

DATE
12/05/2002