

June 07, 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 | |
| | 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 | P |
| Derivative | ative | (Month/ | | | Date Exer- | Expira- | of |
| Security | Security | Day/Year) | | (A) (D) | cisable | tion Date | Title |
| | | | | | | | Shares |

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| | | | | | | | | | |
|----------------|---------|------------|---|-------|------------|------------|--------|---------|----|
| Stock Options | \$43.81 | 04/26/2002 | A | 31847 | 04/26/2002 | 04/26/2012 | Common | 31847 | \$ |
| (Right to buy) | | | | | | | Stock | | |
| Right to | \$0 | 04/26/2002 | A | 837.0 | | | Common | 837.028 | \$ |
| Receive Stock | | | | 28 | | | | | |