

September 17, 2002

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

1. Title of Security	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code V	4. Securities Acquired (A) or Disposed of (D)			5. Amount Secured Benefit Owner End Month
		Code	V	Amount	A/D	Price

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

[illegible]

Phantom Stock \$15.0075 09/16/2002 A