

February 14, 2002

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

1. Title of Security	2. Trans- action Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount
	(Month/ Day/ Year)		Amount	A/D	Price	Secu- Bene- Own- End Year
Common Stock	01/26/2001	A	10000	A	\$0.0000	153771
Common Stock						399
Common Stock						786

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

1.	2.	3.	4.	5.	6.		7.	8	
							Title and Amount		
							of Underlying		
	Conversion or			Number of			Securities		
	Exercise			Derivative	Date Exercisable	+-----+-----+	+Amount		
	Price of	Transaction Date	Transaction Code	Acquired(A)	and Expiration Date		or		
Title of	Deriv-	Month/		Disposed(D)	+-----+-----+	+Number	P		
Derivative	ative	Day/Year)		+-----+-----+	Date Exer- Expira-		of	D	
Security	Security	Day/Year)		(A) (D)	cisable tion Date	Title	Shares	S	

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Stock Option	\$41.25				05/17/2009	Common		
						Stock		
Stock Option	\$59.96	07/01/2001	A	20000	01/01/2003	01/01/2008	Common	200000
				0			Stock	\$
Stock Option	\$59.96	07/01/2001	A	20000	01/01/2004	01/01/2009	Common	200000
				0			Stock	\$
Stock Option	\$59.96	07/01/2001	A	20000	01/01/2005	01/01/2010	Common	200000
				0			Stock	\$

Explanation of Responses:

SIGNATURE OF REPORTING PERSON
/s/ Thomas, II F. Farrell

DATE
02/14/2002