	action Date (Month/	acti Code 		or Di 	sposed of	(D)	Securities Beneficially Owned at End of		ship Form: Direct (D) or	of In- direct Bene- ficial	
 + Common Stock Common Stock	Day/ Year) +	+	+ V +	-+ Amount -+	A/D	-+ Price -+	 Month 694 31500	 + D I	Indirect (I)	Owner- ship + By Limited Partnerships	,

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

1.	2.	3.	4.	5.	6.	7.		8.	9.	10.	11.
					1				Number	Owner-	
			1	1		1		1	of	ship	1 1
					1	1			Deriv-	Form of	
			1	1		Title a	ind Amount	1	ative	Deriv-	1 1
			1	1		of Unde	erlying	1	Secur-	ative	Nature
	Conver-		1	Number of		Securit	ies	1	ities	Secur-	of
	sion or		1	Derivative	Date Exercisable	+	+	+	Benefi-	ity:	In-
	Exercise			Securities	and Expiration Date	1	Amount		cially	Direct	direct
	Price of	Transac-	Transac-	Acquired(A)	(Month/Day/Year)	1	or	1	Owned	(D) or	Bene-
Title of	Deriv-	tion Date	tion Code	Disposed(D)	+	-+	Number	Price of	at End	In-	ficial
Derivative	ative	(Month/	++	+	+Date Exer- Expira-	1	of	Derivative	of	direct	Owner-
Security	Security	Day/Year)	Code V	(A) (D)	cisable tion Date	Title	Shares	Security	Month	(I)	ship
+	-+	+	++	+	+	-+	+	+	+	+	++

Phantom Stock	\$0	09/20/2002 A	2.15	Common	2.15	\$0.0000	989.32	D
Units					St	ock		

Explanation of Responses:

Conversion or Exercise Price of Derivative Security is 1 to 1.

Phantom Stock Units accrued under the Director Deferred Compensation Plan are to be settled in the Company's common stock upon the reporting person's separation from service.

Includes Phantom Stock Units acquired on various dates at prevailing market prices since the reporting persons last filing.

SIGNATURE OF REPORTING PERSON /s/Mary F. Eure (POA)

DATE 09/24/2002