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

	1		3A.	4.	5.	6.		7.		8.	9.	10.	11.
1 1	I 1							1			Number	Owner-	/
1 1	1					1		1			of	ship	
	- I							1			Deriv-	Form of	'
	1					1		Title a	nd Amount		ative	Deriv-	
								of Unde	rlying		Secur-	ative	Nature
Con	nver- Ti	rans-	Execu-		Number of			Securit	ies		ities	Secur-	of
sio	on or a	ction	tion		Derivative	Date Exerc	isable	+	+	F	Benefi-	ity:	In-
Exe	ercise Da	ate	Date		Securities	and Expira	tion Date		Amount		cially	Direct	direct
Pri	ice of			Transac-	Acquired(A)	(Month/Day	/Year)	1	or		Owned	(D) or	Bene-
Title of Der	riv- (Month/	(Month/	tion Code	Disposed(D)	+	+	+	Number	Price of		In-	ficial
Derivative ati	ive Da	ay/	Day/	-	++	+Date Exer-	Expira-	1	of	Derivative	at End	direct	Owner-
Security Sec	curity Ye	ear)	Year)		(A) (D)	cisable	tion Date	Title	Shares	Security	of Year	(I)	ship
++	+ - + - +	+	4	+	++	+	+	+	+	+	+	+ ·	+

Stock	\$86	01/24/2	01/24/2 A	25000	01/24/2012 Common 25000 \$86.0000 25000 D	
Option		002	002		Stock	
(Right to						
buy)						

Explanation of Responses:

These options become exercisable upon the Company's common stock having a closing price on the New York Stock Exchange of \$103.20, for five trading days, they also become exercisable on the fifth anniversary of the grant (January 24, 2007).

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

DATE 02/10/2003