${\it TABLE~I~--}~Non-Derivative~Securities~Acquired,~Disposed~of,~or~Beneficially~Owned$

+	+	+	+		+		+		+	
1. Title of Security	2. Trans-	•	•	es Acquired (A)	ļ5.	Amount of	1 .	Owner-	7.	Nature
	action	action	or Dispo	sed of (D)		Securities		ship	l	of In-
İ	Date	Code	İ		İ	Beneficially	İ	Form:	ĺ	direct
		[Owned at	1	Direct	1	Bene-
	(Month/	İ	İ		İ	End of	İ	(D) or	ĺ	ficial
	Day/	I	+	+	+	Year	1	Indirect	1	Owner-
į	Year)	į	Amount	A/D Price	ļ		į	(I)	į	ship

Common Stock 88676 D

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

1. 1.	 2. 	+ 3. 	+ 4. 	+ 5. 	+ 6. 		+ 7. 		+ 8. 	+ 9. Number	+ 10. Owner-	++ 11.
İ	i	İ	İ	İ	İ		į		İ	of	ship	i i
	1	[1		[Deriv-	Form of	1 1
					[Title a	nd Amount		ative	Deriv-	1 1
	1	[1		[of Unde	rlying		Secur-	ative	Nature
	Conver-			Number of	[Securit	ies		ities	Secur-	of
	sion or	[1	Derivative	Date Exercis	sable -	+	+	+	Benefi-	ity:	In-
	Exercise			Securities	and Expirati	ion Date		Amount		cially	Direct	direct
	Price of	Transac-	Transac-	Acquired(A)	(Month/Day/	rear)		or		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- E	Expira-		of	Derivative	of	direct	Owner-
Security	Security	Day/Year)	<u> </u>	(A) (D)	cisable t	tion Date	Title	Shares	Security	Year	(I)	ship

Stock Options \$81.1 07/25/2001 A 57358 07/25/2002 06/14/2010 Common 57358 \$81.1000 57358 D (Right to buy)

 ${\tt Explanation \ of \ Responses:}$

Includes shares acquired acquired at prevailing market prices under a dividend reinvestment plan.

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

DATE 02/14/2002