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

+		+	+		+		+		+		-+
1. Title of Security         	action Date (Month/	3. Trans-   action   Code 	4. Securities Acquired (A)   or Disposed of (D)   			Amount of Securities Beneficially Owned at End of	6.     	Owner-   ship   Form:   Direct   (D) or	 	Nature of In- direct Bene- ficial	
	Day/ Year)	    -	Amount	+  A/D  Price	+ 	Year		Indirect (I)		Owner- ship	

Common Stock 5569 D

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

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

Stock Options \$81.1 07/25/2001 A 15125 07/25/2002 01/15/2011 Common 15125 \$81.1000 15125 [Right to buy] Stock

Explanation of Responses:

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

DATE 02/14/2002