



No Par Value	2,744	D	stock purchase (2)
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Common Stock			By 401(k)
No Par Value	3,737.89	I	plan (1)
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\* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month /Day/ Year)	4. Trans- action Code (Instr. 8) V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Exer- cisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares Title	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. 10. Number Owner- of ship Deriv- ative Secur- ities Bene- ficially Owned at End Year (Instr. 4)	11. of Deriv- ative Secur- ity: Direct (D) or In- direct Owner (I) (Instr. 4)	11. Nature of In- direct Owner -ship (Instr. 4)
Non-qualified stock options (Right to Buy)	\$13.5280	N/A			12/08/02 (3)	12/08/11 Common Stock		25,000	D	
Non-qualified stock options (Right to Buy)	\$3.68	N/A			02/12/02 (7)	02/12/11 Common Stock		28,455	D	
Non-qualified stock options (Right to Buy)	\$4.1997	N/A			04/23/00 (6)	10/23/04 Common Stock		5,470	D	
Non-qualified stock options (Right to Buy)	\$3.68	10/30/02			09/30/99 (5)	03/31/04 Common Stock		3,250	D	
Non-qualified stock options (Right to Buy)	\$17.32	02/06/02	A	20,000	02/06/04 (5)	02/06/13 Common Stock	20,000	20,000	D	

Explanation of Responses:

- (1) Represents plan holdings as of 12/31/02 based upon most recent plan statement timely distributed.
- (3) Become exercisable in equal annual installments of 20% commencing 12/08/02
- (5) Become exercisable in equal annual installments of 20% commencing 09/30/99
- (6) Become exercisable in equal annual installments of 20% commencing 04/23/00
- (7) Become exercisable in equal annual installments of 20% commencing 02/12/02
- (8) Become exercisable in equal annual installments of 20% commencing 02/06/04

/s/ B. LEIGH WEINTRAUB 02/14/03

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.