

Common Stock			by 401(k)
No Par Value	4,314(1)	I	Plan (1)

* 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 Code 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 Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Benefi- cially Owned at End Year (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Owner -ship (Instr. 4)
Non-qualified stock options (Right to Buy)	\$3.68	N/A	M	3,125	09/30/99 (7)	03/31/04	Common Stock		3,125	D	
Non-qualified stock options (Right to Buy)	\$3.68	N/A			02/12/02 (2)	02/12/11	Common Stock		18,751	D	
Non-qualified stock options (Right to Buy)	\$13.528	N/A			12/08/02 (3)	12/08/11	Common Stock		18,750	D	
Non-qualified stock options (Right to Buy)	\$16.99	N/A			05/23/03 (4)	05/23/12	Common Stock		10,000	D	

Explanation of Responses:

- (1) Represent plan holdings as of 12/31/01 based upon most recent plan statement timely distributed
- (2) Become Exercisable in equal annual installments of 20% commencing 02/12/02
- (3) Become Exercisable in equal annual installments of 20% commencing 12/08/02
- (4) Become Exercisable in equal annual installments of 20% commencing 05/23/03
- (7) Become Exercisable in equal annual installments of 20% commencing 09/30/99

/s/ KENT W. STANGER 11/01/02

**Signature of Reporting Person
Kent W. Stanger as Attorney-in-Fact
pursuant to a Power of Attorney dated
August 10, 1992, a manually signed
copy of which is on file with the
Commission and is incorporated herein
by reference.

Date

** 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.