

* 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. Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Exer- tion cisable 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 Bene- ficially Owned at End of 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)	\$2.88	11/05/02	M	500	05/24/00	05/24/05	Common Stock	500	9,219	D	
Non-qualified stock options (Right to Buy)	\$16.99	N/A			05/23/02	05/23/12	Common Stock		10,000	D	

Explanation of Responses:

/s/ GREG BARNETT 11/06/02

**Signature of Reporting Person Date

Greg Barnett as Attorney-in-Fact pursuant to a Power of Attorney dated September 14, 2002, a manually signed copy of which is on file with the Commission and is incorporated herein by reference.

** 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.