

FORM 4
 (CONTINUED)
 TABLE II --
 DERIVATIVE
 SECURITIES
 ACQUIRED,
 DISPOSED OF,
 OR
 BENEFICIALLY
 OWNED (E.G.,
 PUTS, CALLS,
 WARRANTS,
 OPTIONS,
 CONVERTIBLE
 SECURITIES)

-- |1. Title
 of

Derivative |
 2. Conver- |
 |3. Trans- |
 |4. Trans- |
 |5. Number |
 of | 6. Date
 Exer- |7.
 Title and
 Amount |8.
 Price | |
 Security |
 sion or |
 action |
 action |

Derivative |
 cisable and
 | of
 Underlying |
 of | |
 (Instr. 3) |
 Exercise |
 Date | Code
 | Securities
 | Expiration
 | Securities
 | Deriv- | |
 | Price of |
 (Month/|
 (Instr.|

Acquired (A)
 | Date |
 (Instr. 3
 and 4) |
 ative | | |
 Deriv- |
 Day/ | 8) |
 of Disposed
 |
 (Month/Day/

| | Secur- |
 | | ative |
 Year) | | or
 (D) | Year)
 | | ity | |
 | Security |
 | | (Instr.
 3, | | |
 (Instr. 5)|
 | | | | 4,
 and 5) |-----

 -|-----

 | | | | |
 | Date

|Expira- | |
 Amount or| |
 | | | |-----
 -----|-----

 Exer- |tion
 | Title |
 Number of| |
 | | | |
 Code| V |
 (A) | (D) |
 cisable|Date
 | | Shares |
 | |-----

Stock-Based
Award Plan.
Options
become
exercisable
in three
equal annual
installments
commencing
one year
from the
date of
grant. (*)
Intentional
misstatements
or omissions
of facts
constitute
Federal
Criminal /s/
Stephen P.
Zelnak, Jr.
12-6-01
Violations.
See 18
U.S.C. 1001
and 15
U.S.C.
78ff(a). ---

Signature of
Reporting
Person(*)
Date Stephen
P. Zelnak,
Jr. Note.
File three
copies of
this form,
one of which
must be
manually
signed. Page
2 If space
provided is
insufficient,
see
Instruction
6 for
procedure.
(Print or
Type
Responses)