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

1. Title of Security	2. Trans- action Date (Month/ Day/ Year)	ac Co 	ans- tion de	4. Securi	ities Acqu sposed of +	. ,	5. Amount of Securities Beneficially Owned at End of + Month	-+ 6. 	Owner- ship Form: Direct (D) or Indirect (I)	 	Nature of In- direct Bene- ficial Owner- ship	-+
Common Stock Common Stock Common Stock Units	11/01/200 01/02/200		V V	223 565	A A	\$0.0000 \$46.0100	4101.622 939.3744	-+ D D		+		-+

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1	1.	2.	3.	4.	5.	† 6.		7.		8.	9.	10.	11.	
					1	1		1			Number	Owner-		
								1			of	ship		ı
								1			Deriv-	Form of		ı
								Title a	nd Amount		ative	Deriv-		ı
								of Unde	rlying		Secur-	ative	Nature	
		Conver-			Number of			Securit	ies		ities	Secur-	of	ı
- 1		sion or			Derivative	Date Exerc	isable	+	+	l	Benefi-	ity:	In-	ı
		Exercise			Securities	and Expira	tion Date	I	Amount		cially	Direct	direct	ı
- 1		Price of	Transac-	Transac-	Acquired(A)	(Month/Day	/Year)	1	or		Owned	1 ()	Bene-	J
		Deriv-			Disposed(D)-			+	Number	Price of	at End	In-	ficial	J
- 1	Derivative	ative	(Month/ -	+	+	+Date Exer-	Expira-	1	of	Derivative	of	direct	Owner-	J
- 1	Security	Security	Day/Year)	Code V	(A) (D)	cisable	tion Date	Title	Shares	Security	Month	(I)	ship	ı

Stock Option \$44.08 11/01/2001 A V 2000 05/01/2002 11/01/2006 Common 2000 \$44.0800 2000 D Stock

Explanation of Responses:

SIGNATURE OF REPORTING PERSON /s/ Ronald O. Baukol

DATE 04/04/2002