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

+	+	+	+			-+	-+	+
1. Title of Security	2. Trans- 2A.Exe	cu- 3. Trai	ns- 4. Secur	ities A	Acquired (A) 5. Amount of	6. Owner-	7. Nature
	action act	ion act:	ion or Di	sposed	of (D)	Securities	ship	of In-
	Date Dat	e Code	e			Beneficially	Form:	direct
İ	į į	į	ĺ			0wned	Direct	Bene-
İ	(Month/ (Mon	th/	ĺ			Following	(D) or	ficial
j	Day/ Day	/ ++	+	+	+	-+Reported	Indirect	Owner-
İ	Year) Yea	r) Code \	√ Amount	A/[Price	Transaction(s) (I)	ship
+	+	++	+	+	+	-+	-+	+
Common Stock	12/04/2002	Α	1737	Α	\$0.0000		D	
Common Stock	12/04/2002	F	-577	D	\$64.5500	2327	D	
Common Stock						1473.476	I	Held by ESOP
								Trustee
Common Stock						3106.17	I	Held by
								401(k)
								trustée

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

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

Stock \$64.55 12/04/2 A 4500 12/04/2002 12/04/2012 Common 4500 \$64.5500 4500 D Option 002 Stock

 ${\tt Explanation \ of \ Responses:}$

SIGNATURE OF REPORTING PERSON /s/ N. Jeanne Ryan

DATE 12/05/2002