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

+	.+	+	+	+			+	+	++
1. Title of Security	2. Trans-	2A.Execu-	3. Trans	s- 4. S	Securities	Acquired	(A) 5. Amount of	6. Owner-	7. Nature
j	action	action	actio	on j o	or Disposed	lof (D)	Securities	ship	of In-
j	Date	Date	Code	İ			Beneficially	Form:	direct
İ	Ì	Ì	İ	ĺ			Owned	Direct	Bene-
	(Month/	(Month/	1				Following	(D) or	ficial
	Day/	Day/ ++					+Reported	Indirect	Owner-
	Year)	Year)	Code V	Amou	ınt A/	D Price	Transaction(s)	(I)	ship
+	-+	+	++-	+	+	-+	+	+	++
Common Stock	12/04/2002		Α	2965	5 А	\$0.0000)	D	
Common Stock	12/04/2002		F	-985	5 D	\$64.550	00 6026.775	D	
Common Stock							1.133	I	ES0P
Common Stock							60.306	I	401(k) plan

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

+	+		+	+	+	+		+		+	+	+	++
1.	2.	3.	3A.	4.	5.	6.		7.		8.	9.	10.	11.
	1 1			1	1			1			Number	Owner-	
]	1 1				[1			of	ship	1 1
]	1 1				[1			Deriv-	Form of	1 1
	1 1							Title a	nd Amount		ative	Deriv-	I I
								of Under	rlying		Secur-	ative	Nature
	Conver-	Trans-	Execu-		Number of			Securit:	ies		ities	Secur-	of
	sion or	action	tion		Derivative	Date Exercisabl	.e -	+	+	+	Benefi-	ity:	In-
	Exercise	Date	Date		Securities	and Expiration	Date		Amount		cially	Direct	direct
	Price of			•	,	(Month/Day/Year	,		or		Owned	(D) or	Bene-
Title of		(Month/				+				Price of		In-	ficial
Derivative		Day/	. ,			+Date Exer- Expi				Derivative			Owner-
Security	Security	Year)	Year)	Code V	(A) (D)	cisable tion	Date	Title	Shares	Security		(I)	ship

 Stock
 \$64.55
 12/04/2
 A
 8000
 12/04/2002
 12/04/2012
 Common Stock
 8000
 \$64.5500
 8000
 D

 Option
 002
 Stock

Explanation of Responses:

SIGNATURE OF REPORTING PERSON /s/ N. Jeanne ryan

DATE 12/05/2002