

1)Title of Derivative Security	2)Conversion or Exercise Price of Derivative Security	3)Trans- action Date	3A Deemed Execution Date, if any Month/Day/Year	4)Trans- action Code	5)Number of Derivative Securities Acquired (A) or Disposed of (D)	6)Date Exercisable and Expiration Date
				Code V A D		Date Exercisable Expiration Date
Non-Qualified Stock Option (right to buy)	\$13.3750	12/13/02		A	12,483	(1) 12/13/09

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1)Title of Derivative Security	3)Trans- action Date	3A Deemed Execution Date, if any Month/Day/Year	7)Title and Amount of Underlying Securities	8)Price of Derivative Security	9)Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10)Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11)Nature of Indirect Beneficial Ownership
			Title	Amount or Number Of Shares			
Non-Qualified Stock Option (right to buy)	12/13/02		Common Stock, par value, \$0.01 per share	12,483	12,483	D	

Explanation of Responses:

(1) The option becomes exercisable in three equal annual installments, commencing one year after the date of grant.
- - Attorney-in-fact pursuant to the power of attorney dated 7/99.

SIGNATURE OF REPORTING PERSON
/S/ By: Carl E. Edwards, Jr.
For: David H. Anderson
DATE 12/17/02

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** 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 is insufficient, see Instruction 6 for procedure.