

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Response)

(Over)

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Direct Ownership (Instr. 4)
Employee Stock Option (Right to Buy)	\$29.9380				* 11/10/09	Common Stock 4,000		4,000	D	
Employee Stock Option (Right to Buy)	\$25.938				* 11/13/10	Common Stock 14,000		14,000	D	
Employee Stock Option (Right to Buy)	\$35.46				* 11/14/11	Common Stock 15,000		15,000	D	
Employee Stock Option (Right to Buy)	\$32.49		A	15,000	* 11/13/12	Common Stock 15,000		15,000	D	

*These securities become exercisable as follows: 30% upon the first anniversary date of the grant; 60% upon the second anniversary date of the grant; and 100% upon the third anniversary date of the grant.

Explanation of Responses:

 Lane & Waterman, By Edmund H. Carroll, Jr.,
 signing on behalf of Reporting Person under
 Power of Attorney
 **Signature of Reporting Person

 11/13/02

 Date

** 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 provided is insufficient, see Instruction 6 for procedure.