+	+	+	+	-+		+	+	++
1. Title of Security	2. Trans-	2A.Execu-	3. Trans	- 4. Securiti	les Acquired (A)	5. Amount of	6. Owner-	7. Nature
	action	action	action	n  or Dispo	osed of (D)	Securities	ship	of In-
	Date	Date	Code			Beneficially	Form:	direct
	Ì	ĺ	Ì	ĺ		Owned	Direct	Bene-
i	(Month/	(Month/	Ì	Ì		Following	(D) or	ficial
İ.	Day/	Day/	++	-+	++	+Reported	Indirect	0wner-
İ.	Year)	Year)	Code  V	Amount	A/D Price	Transaction(s)	(I)	ship
+	+	+	++	-+	++	+	+	++
Common Stock	04/28/2003		Р	189.609	A \$26.3700	5904.801	D	

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

+	+	+	+	+	+	+		+		+	+	+	++
1.	2.	3.	3A.	4.	5.	6.		7.		8.	9.	10.	11.
											Number	Owner-	
											of	ship	
				1				1			Deriv-	Form of	I I
								Title a	nd Amount		ative	Deriv-	
								of Unde	rlying		Secur-	ative	Nature
	Conver-	Trans-	Execu-	1	Number of			Securit	ies		ities	Secur-	of
	sion or	action	tion		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)		or		Owned	(D) or	Bene-
Title of	Deriv-	(Month/	(Month/	tion Code	Disposed(D)	+	+	+	Number	Price of		In-	ficial
Derivative	ative	Day/	Day/	+++	+	+Date Exer-	Expira-	1	of	Derivative		direct	Owner-
Security	Security	Year)	Year)	Code  V	(A)  (D)	cisable	tion Date	Title	Shares	Security		(I)	ship
+	+	+	+	+	+	+	+	+	+	+	+	+	++

Stock Options (Right to	\$13.5					06/13/2010	Common Stock			500	D
buy) Stock Options (Right to	\$13.625					01/09/2011	Common Stock			1000	D
buy) Stock Options (Right to buy)	\$15.125					02/08/2010	Common Stock			600	D
Stock Options (Right to buy)	\$19.4375	;				02/09/2009	Common Stock			575	D
Stock Options (Right to buy)	\$28					05/10/2008	Common Stock			925	D
Phantom Stock	\$0					01/01/2003	Common Stock			4775.6	D
Phantom Stock	\$0					01/07/2013	Common Stock			398.6	D
Phantom Stock	\$0					01/28/2013	Common Stock			37.4	D
Phantom Stock	\$0F1	04/28/2 003	A	37.4	04/28/2003 F2	04/28/2013 F3	Common Stock	37.4	\$26.4700	37.4	D

Explanation of Responses:

Each phantom stock unit exersises into  ${\tt 1}$  share of Common Stock.

 $\label{eq:phantom} {\tt Phantom stock is exercisable after the directors' retirement as a Board member.}$ 

Phantom shares expire after the directors' retirement as a Board member.

04/29/2003