

September 12, 2002

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

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

| 1. | 2. | 3. | 4. | 5. | 6. | 7. | 8. |
|------------|----------|-----------|-----------|--------------|---------------------|------------------|--------|
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | Title and Amount | |
| | | | | | | of Underlying | |
| | Conver- | | | Number of | | Securities | |
| | sion or | | | Derivative | Date Exercisable | | |
| | Exercise | | | Securities | and Expiration Date | Amount | |
| | Price of | Transac- | Transac- | Acquired (A) | (Month/Day/Year) | or | |
| Title of | Deriv- | tion Date | tion Code | Disposed (D) | | Number | P |
| Derivative | ative | (Month/ | | | Date Exer- | Expira- | of |
| Security | Security | Day/Year) | Code | V (A) (D) | cisable | tion Date | Title |
| | | | | | | | Shares |

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| | | | | | | | | | |
|--|------------|---|---|-------|------------|------------|------------|--------|----|
| +-----+-----+-----+-----+--+-----+-----+-----+-----+-----+ | | | | | | | | | |
| Option (Right \$35.34 | | | | | | | 05/09/2012 | Common | |
| to Buy) | | | | | | | | Stock | |
| Option (Right \$46.9375 | | | | | | | 03/24/2009 | Common | |
| to Buy) | | | | | | | | Stock | |
| Dividend \$0 | 09/10/2002 | I | V | 4.654 | 09/10/2002 | 09/10/2012 | Common | 4.654 | \$ |
| Equivalent | | | | | | | | | |