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Form filed by one Reporting Person  
 Form filed by more than one Reporting Person

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

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) |   | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  | Price     |
|---------------------------------------|---|---|---|--|------------------|-----------|
|                                       |   | Code                                    | V | Amount   | (A)<br>or<br>(D) |           |
| Common Stock                          | 12/17/01                                | M                                       |   | 21,641   | A                | \$24.6875 |
| Common Stock                          | 12/17/01                                | F                                       |   | 14,471   | D                | \$36.920  |
| Common Stock                          | 12/17/01                                | I                                       |   | 2,524  | D                | \$36.920  |
| Common Stock                          | 12/17/01                                | I                                       |   | 760  | D                | \$35.5631 |
| Common Stock                          | 12/17/01                                | I                                       |   | 30   | D                | \$35.6400 |
| Common Stock                          |   |   |   |  |                  |           |
| Common Stock                          |   |   |   |  |                  |           |
|                                       |   |   |   |  |                  | Total     |

\* 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)



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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.

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