Common Stock

\$0.01 pare value

11/26/02 11/26/02

P

93

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\$8.50

9,715

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(Caption>						
FORM 4 (CONTINUED) TABLE	II - DERIVATIVE (E.G., PUTS, CA	LLS, WARRANTS,	OPTIONS, CO	ONVERTIBLE SEC	URITIES)	
. Title of Derivative Security Exer-	2. Conver-	3. Trans- 3A.	Deemed 4.	. Transac- 5	. Number of Deriv-	6. Date
(Instr. 3)	sion or	action	Execution	tion Code	ative Securities Ac-	
cisable and Ex-						
piration Date	Exercise	Date	Date,	(Instr. 8)	quired (A) or Dis-	
oritation batte	Price of	(Month/	if any		posed of (D)	
(Month/Day/						
(ear)	Deriv-	Day/	(Month/		(Instr. 3, 4, and 5)	
lear)	ative	Year)	Day/			
	Security		Year)			
						Date
Expira-						Exer-
cion						DACI
			(Code V	(A) (D)	
cisable Date						
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<Caption>

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 Following Reported Transaction(s' (Instr. 4)		Ownership Form of Derivative Securities: Beneficially Owned at End of Month (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)	
Title	1	Amount or Number of Shares				(Instr. 4)				
<s><c></c></s>		31141 00								
Explanat common s	tion of Res stock repre per of rest	sponses: (1)- esenting a po	-Mr. S ortion es iss	Scott received n of the annua sued were base	15 1 d	1 restricted slirector retained the October 1	nare er f	s of the Compa ee paid to him	ny's for	2002.

Teresa D. Covello, proxy on behalf of W. David Scott 11/26/02

**Signature of Reporting Person Date

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

- * 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.

</Table>