By wife, \$0.01 par value S. Kyker

Krauss							

FORM 4 (CONTINUED)				ACQUIRED, DIS NTS, OPTIONS,	· ·	BENEFICIALLY OWNED								
	(E.	.G., FUIS,	CALLS, WARRA	MIS, OFIIONS,	CONVERTIBLE 5.	ECORITIES)								
			_		_									
1. Title of Derivative Secu Exer-	urity 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-														
		Exercise	Date	Date,	(Instr. 8)	quired (A) or Dis-								
piration Date		B 6	(25 /	16										
(Month/Day/		Price of	(Month/	if any		posed of (D)								
, , - 1,		Deriv-	Day/	(Month/		(Instr. 3, 4, and 5))							
Year)			_			(Instr. 3, 4, and 5)							
		ative	Year)	Day/		(Instr. 3, 4, and 5)							
			Year)			(Instr. 3, 4, and 5)							
		ative	Year)	Day/		(Instr. 3, 4, and 5)							
Year)		ative	Year)	Day/		(Instr. 3, 4, and 5								
		ative	Year)	Day/										
Year)		ative	Year)	Day/) Date							
Year)		ative	Year)	Day/										
Year)		ative	Year)	Day/			Date							
Year) Expira- tion		ative	Year)	Day/	Code V		Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							
Year) Expira- tion cisable Date		ative	Year)	Day/			Date							

<c< th=""><th>aption></th><th></th><th></th><th></th><th></th></c<>	aption>								
7.	Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	Derivative Form of Indirect Securities Derivative Beneficial Beneficially Securities: Ownership Owned Direct (D) or (Instr. 4) Following Indirect (I) Reported (Instr. 4) Transaction(s)					
	Title	Amount or Number of Shares		(Instr. 4)					
<s:< td=""><td>><c></c></td><td></td><td></td><td></td><td></td></s:<>	> <c></c>								
Ex]	planation of	Responses:							
po: sh	rtion of the	annual directo were based on t	r retainer fee pai	of the Company's common stock representing a aid to him for 2002. The number of restricted 02 closing price the Company's common stock of					

11/26/02 _____

/s/ Teresa D. Covello, proxy on behalf of George H. Krauss

**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).
- $\hbox{** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.}$ 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>