

Atlanta, Georgia 30339

5. If Amendment, Date of
Original (Month/Year)

7. Individual or Joint/Group Filing

(Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person (City) (State) (Zip)

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

1. Title of Security
(Instr. 3)

2. Transaction Date
(Month/Day/Year)

3. Transaction
Code
(Instr. 8)

4. Securities Acquired (A) or Disposed of
(D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned at End of Month
(Instr. 3 and 4)

6. Owner-
ship Form:
Direct (D) or Indirect (I)
(Instr. 4)

7. Nature of Indirect Beneficial Ownership
(Instr. 4)

Code

V

Amount

(A) or (D)

Price

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 Instructions 4(b)(v).

**Potential persons who are to respond
to the collection of information
contained in this form are not required
to respond unless the form displays a
currently valid OMB control number.**

(Over)

SEC 1474

(3-99)

FORM 4
(continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Description of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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 at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Employee Stock Option
(right to buy)

4.75

11/26/01

A

V

5,000

*11/26/02

11/26/11

Class A or Class B Common Stock

5,000

0

5,000

D

Explanation of Responses:

*** The option vests and becomes exercisable at the rate of 20% per year; the first increment will become exercisable on November 26, 2002.**

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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J. Smith Lanier, II

J. Smith Lanier, II

**Signature of Reporting Person

1-28-02

Date

Note:

File three copies of this Form, one of which must be manually signed.
If space is insufficient, see Instruction 6 for procedure.

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