

December 16, 2002

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

| | | | | | | |
|--------------|------------|---|-------|---|-----------|-------|
| Common Stock | 12/16/2002 | S | -5000 | D | \$31.4732 | 42424 |
|--------------|------------|---|-------|---|-----------|-------|

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

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| | | | |
|-----------------------------|----------|------------|-----------------|
| Option (Right to Buy) | \$25.875 | 08/01/2005 | Common Stock |
| Option (Right to Buy) | \$25.875 | 08/09/2010 | Common Stock |
| Option (Right to Buy) | \$35.34 | 05/09/2012 | Common Stock |
| Option (Right to Buy) | \$38.5 | 11/07/2007 | Common Stock |

Explanation of Responses:

SIGNATURE OF REPORTING PERSON
/s/ Robert L. Katz

DATE
12/16/2002