

December 19, 2002

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

1. Title of Security	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code Code	4. Securities Acquired (A) or Disposed of (D) Amount A/D Price	5. Amount Secured Benefit Owned End Month

[illegible]

1

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(Right to buy)
Phantom Stock 1

Stock