

Edgar Filing: PORTER MICHAEL E - Form 5

(Over)

(Form 3/99)

FORM 5 (continued)

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

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Option (right to buy)	\$29.1250	10/27/00	A5	37,500	(1) 10/27/10	Common Stock 37,500
Stock Option (right to buy)	\$29.1250	10/27/00	A5	25,000	10/26/04 10/27/10	Common Stock 25,000
Stock Option (right to buy)	\$9.70	10/31/01	A	25,000	(2) 10/31/11	Common Stock 25,000

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Explanation of Responses:

- (1) On October 27, 2000, the reporting person was granted an option to purchase 37,500 shares of common stock. As of June 24, 2001, all shares were exercisable.
- (2) The options become exercisable in three equal annual installments beginning on the first anniversary of the grant date specified in Column 3.

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/s/ Michael Porter

February 13, 2002

Michael Porter

Date

** 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 provided is insufficient, see Instruction 6 for procedure.