

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

[illegible]

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3a. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
				Code V	(A) (D)
Stock Option(1)	\$74.55	1/21/2003		A	3,228.00

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued
(e.g., puts, calls, warrants, options, convertible securities)[illegible]

Explanation of Responses:

1. Granted under a stock option plan pursuant to Rule 16b-3.

* /s/ John R. Miller

1/23/03

**Signature of Reporting Person

Date _____

*By /s/ Sean T. Peppard
as Attorney-in-Fact.

*** 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.