

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.001 par value	1/6/03				2,000	A	1.70
	1/6/03				2,000	A	1.69
	1/7/03				2,000	A	1.75
						1,031,000	D
						265,000	I
							In trusts for children

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)
Option to purchase shares of common stock	\$3.625	(1)			
Option to purchase shares of common stock	\$2.11	(1)			

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued (e.g., puts, calls, warrants, options, convertible securities)						
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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
(2)	4/9/04	Common Stock	45,000	45,000	D	
(3)	6/22/06	Common Stock	45,000	15,000		

Explanation of Responses:

- (1) Previously reported
- (2) 15,300 shares became exercisable on 4/9/00; and 14,850 shares became exercisable on each of 4/9/01 and 4/9/02.
- (3) 15,300 shares became exercisable on 6/22/02; and 14,850 shares become exercisable on each of 6/22/03 and 6/22/04.

/s/: Michael W. Paolercio	1/8/03
**Signature of Reporting Person	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 is insufficient, see Instruction 6 for procedure.