

FORM 4

() Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue. See Instructions 1(b).

- <TABLE>
<CAPTION>

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
<S>	<C>	<C>	<C><C>	<C>	<C>	<C>	<C>	<C>

<CAPTION>

Table II -- Derivative Securitized Acquired, Disposed of, or Beneficially Owned													
1.Title of Derivative Security	2.Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Transaction	4. Code	5.Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of(D)	6.Date Exer- cisable and Expiration Date(Month/ Day/Year)	7.Title and Amount of Underlying Securities	8.Price of Deri- vative Secu- rity	9.Number of Deriva- tive Securities Benefi- cially Owned at End of Month	10. Dir- ect (D) or Indi- rect (I)	11.Nature of Ownership			
<S>	<C>	<C>	<C>	<C><C>	<C>	<C>	<C>	<C>	<C>	<C>			
Right to Buy (Stock Options)	\$0.6500	11/9/2001	J	20,000	A	See Note	11/9/2011	Common	20,000	20,000	D		

</TABLE>

Explanation of Responses:

NOTE: Options granted to directors pursuant to the Company's Incentive Plan
vest as to 2% per month over 50 months.

SIGNATURE OF REPORTING PERSON

/s/ Peter D. Behrendt

DATE

December 10, 2001
