

FORM 4

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

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

Table II -- Derivative Securities 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 Date	4. Transaction Code	5.Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of(D) Amount	6.Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir- ation Date	7.Title and Amount of Underlying Securities Title and Number of Shares	8.Price of Deri- vative Secu- rity	9.Number of Deriva- tive Securities Benefi- cially Owned at End of Month	10. Dir Indirect Beneficial (D) Ownership Ind ct (I)	11.Nature of			
Right to Buy (Stock Options)	\$0.8000	1/28/ 2002	J	5,000	A See Note	1/28/ 2012	Common	5,000	5,000	D			

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

February 8, 2002