

FORM 4 (continued)

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)	4. Transaction Code (Instr. 8) Code V	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) Expirable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Ownership: Direct or Beneficial (Instr. 4)
Employee Stock Option (Right to Buy)	\$16.00				*** 11/2/03	Common Stock 4,000		4,000	D	
Employee Stock Option (Right to Buy)	\$21.50				*** 11/7/06	Common Stock 7,500		7,500	D	
Employee Stock Option (Right to Buy)	\$26.6250				*** 11/3/07	Common Stock 8,000		8,000	D	
Employee Stock Option (Right to Buy)	\$27.188				*** 11/15/08	Common Stock 7,000		7,000	D	
Employee Stock Option (Right to Buy)	\$29.938				*** 11/9/09	Common Stock 15,000		15,000	D	
Employee Stock Option (Right to Buy)	\$25.938				*** 11/13/10	Common Stock 20,000		20,000	D	
Employee Stock Option (Right to Buy)	\$33.68				8/7/02 11/7/05	Common Stock 3,530		3,530	D	
Employee Stock Option (Right to Buy)	\$33.68				8/7/02 11/7/05	Common Stock 656		656	D	
Employee Stock Option (Right to Buy)	\$35.46				*** 11/14/11	Common Stock 20,000		20,000	D	
Employee Stock Option (Right to Buy)	\$39.25				4/30/03 10/31/04	Common Stock 1,730		1,730	D	
Employee Stock Option (Right to Buy)	\$32.49	11/13/02	A	20,000	*** 11/13/12	Common Stock 20,000		20,000	D	

*Includes 2,662 shares acquired under the Issuer's ESPP through payroll deduction and dividend reinvestment, including 38 acquired since the Reporting Person's last Section 16(a) filing.

**The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

***These securities become exercisable as follows: 30% upon the first anniversary date of the grant; 60% upon the second anniversary date of the grant; and 100% upon the third anniversary date of the grant.

Explanation of Responses:

11/13/02

Lane & Waterman, By Edmund H. Carroll, Jr., signing on behalf of Reporting Person under Power of Attorney

Date

**Signature of Reporting Person

** 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.