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\* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	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) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Stock Option (right to buy)(1)	\$40.82	3/5/02		A	5,000	(3) 3/5/12	Common Stock 5,000	5,000		D	
Stock Option (right to buy)(2)	\$40.82	3/5/02		A	2,500	(3) 3/5/12	Common Stock 2,500	2,500		D	
Stock Option (right to buy)(1)	\$48.81	6/5/02		A	2,500	(3) 6/5/12	Common Stock 2,500	2,500		D	

Explanation of Responses:

- (1) Acquired pursuant to the Issuer's 1996 Non-Employee Director Stock Option Plan.
- (2) Acquired pursuant to the Issuer's 2001 Non-Employee Director Stock Option Plan.
- (3) Pursuant to the terms of the stock option agreement between the Issuer and the Reporting Person, the option becomes exercisable in three (3) equal annual installments beginning on the first (1st) anniversary of the grant date specified in Column 3.

/s/ Barry J. Alperin February 11, 2003  
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\*\*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 provided is insufficient, see Instruction 6 for procedure.