FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

City City

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Title of Security	2. Transaction Date	2A. Deemed Execution Date, if any (Month/Day/	3. Transaction (Instr. 8)	Code	4. Securities Acq (Instr. 3, 4 and 5)			Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
(Instr. 3)	Year)	Year)	Code	V	Amount	(A) or (D)	Price		(Instr. 4)	(Instr. 4)
Common Stock (1)	2/11/03		A		7,549	A		13,205	D	
								454	I	401(k) plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Security	Price of	3. Transaction Date (Month/Day/ Year)	3A. Deemed Execution Date, if any (Month/Day/ Year)	4. Transaction Code		(Instr. 3, 4 and		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Derivative Securities:	11. Nature of
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title		Derivative Security	Following Reported	Direct (D) or Indirect (I)	Beneficial Ownership (Instr. 4)

Explanation of Responses:	
(1)Restricted Stock Award which will vest September 30, 2005. Award is subject to forfeiture.	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** 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.

http://www.sec.gov/divisions/corpfin/forms/form4.htm

Last update: 09/05/2002