

<CAPTION>

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative 11) Nature of Security Indirect Beneficial Ownership	3) Trans- action Date	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security Number of Shares	9) Number of Derivative Securities Beneficially Owned at End of Month	10) D I
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<S> <C> Non-Qualified Stock Option Direct (right to buy)	11/08/02	Common Stock	275,000	275,000	D

<FN>
Explanation of Responses:

(1)
The options vest 10% on the six month anniversary of the date of grant and the remaining balance vests monthly thereafter. The option is fully vested five years after the date of grant.

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SIGNATURE OF REPORTING PERSON
/S/ By: Noreen E. Burns, Attorney-in-Fact
For: Irwin M. Jacobs
DATE 11/12/02