

(right to buy)

<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	9) Number of Derivative Securities Beneficially Owned at End of Month	10) D I
-					
<S>	<C>	<C>	<C>	<C>	<C>
<C>					
Non-Qualified Stock Option Direct (right to buy)	01/09/03	Common Stock	3,200	40,000	D

<FN>

Explanation of Responses:

(1)

The disposition of shares was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.

(2)

Securities held by Roberto Padovani and Colleen A. Padovani Trustees for the Padovani Family Trust dtd. 6/10/96.

(3)

Employee stock options granted under the Company's 1991 Stock Option Plan. The options vest in five equal annual installments beginning on July 17, 1999.

</FN>

</TABLE>

SIGNATURE OF REPORTING PERSON

/S/ By: Noreen E. Burns, Attorney-in-Fact

For: Roberto Padovani

DATE 01/10/03