

Common Stock by Trust (1)	11/12/02	M	833	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	M	1,333	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	M	3,417	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	M	1,250	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	M	2,417	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	M	2,500	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	M	2,417	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	M	1,500	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	M	833	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	M	417	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	M	50,000	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	M	5,000	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	M	20,000	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	M	25,000	A	\$4.2300	I	
Common Stock by Trust (1)	11/12/02	S	7,502	D	\$33.6000	I	
Common Stock by Trust (1)	11/12/02	S	833	D	\$33.7000	I	
Common Stock by Trust (1)	11/12/02	S	3,000	D	\$34.0500	I	
Common Stock by Trust (1)	11/12/02	S	2,833	D	\$34.2700	I	
Common Stock by Trust (1)	11/12/02	S	2,083	D	\$34.3600	I	
Common Stock by Trust (1)	11/12/02	S	4,083	D	\$34.4000	I	
Common Stock by Trust (1)	11/12/02	S	3,833	D	\$34.4500	I	
Common Stock by Trust (1)	11/12/02	S	7,083	D	\$34.5000	I	
Common Stock by Trust (1)	11/12/02	S	1,250	D	\$34.5500	I	
Common Stock by Trust (1)	11/12/02	S	583	D	\$34.6000	I	
Common Stock by Trust (1)	11/12/02	S	833	D	\$34.6200	I	
Common Stock by Trust (1)	11/12/02	S	1,333	D	\$34.6500	I	
Common Stock by Trust (1)	11/12/02	S	3,417	D	\$34.7000	I	
Common Stock by Trust (1)	11/12/02	S	1,250	D	\$34.7700	I	
Common Stock by Trust (1)	11/12/02	S	2,417	D	\$34.8000	I	
Common Stock by Trust (1)	11/12/02	S	2,500	D	\$34.8200	I	
Common Stock by Trust (1)	11/12/02	S	2,417	D	\$34.8500	I	
Common Stock by Trust (1)	11/12/02	S	1,500	D	\$34.8600	I	
Common Stock by Trust (1)	11/12/02	S	833	D	\$34.9000	I	
Common Stock by Trust (1)	11/12/02	S	417	D	\$35.0000	I	
Common Stock by Trust (1)	11/12/02	S	50,000	D	\$34.5000	I	
Common Stock by Trust (1)	11/12/02	S	5,000	D	\$34.7000	I	
Common Stock by Trust (1)	11/12/02	S	20,000	D	\$34.6600	I	
Common Stock by Trust (1)	11/12/02	S	25,000	D	\$34.6500	583,616	I

<CAPTION>

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Exercisable and Security Date	2) Conversion or Exercise	3) Trans-action	4) Trans-action	5) Number of Derivative Securities Acquired (A)	6) Date Expiration
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Exercisable	Expiration	Price of Derivative Security	Date	Code or Disposed of (D)			
				Code	V	A	D
<S>		<C>	<C>	<C>	<C>	<C>	
<C>							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		7,502	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		833	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		3,000	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		2,833	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		2,083	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		4,083	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		3,833	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		7,083	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		1,250	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		583	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		833	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		1,333	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		3,417	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		1,250	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		2,417	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		2,500	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		2,417	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		1,500	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		833	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		417	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		50,000	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		5,000	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		20,000	(2)
(right to buy)							
Non-Qualified Stock Option	07/26/03	\$4.2300	11/12/02	M		25,000	(2)
(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
-			Amount or Number of Shares		
<S> <C> Non-Qualified Stock Option Direct (right to buy)	11/12/02	<C> <C> Common Stock	7,502	<C> <C>	<C> <C> D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	833		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	3,000		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	2,833		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	2,083		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	4,083		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	3,833		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	7,083		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	1,250		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	583		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	833		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	1,333		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	3,417		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	1,250		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	2,417		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	2,500		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	2,417		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	1,500		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	833		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	417		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	50,000		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	5,000		D
Non-Qualified Stock Option Direct (right to buy)	11/12/02	Common Stock	20,000		D
Non-Qualified Stock Option Direct	11/12/02	Common Stock	25,000	50,000	D

(right to buy)

<FN>

Explanation of Responses:

(1)

Securities held by Rita L. Atkinson & Richard C. Atkinson as Co-Trustees of the Richard Chatham Atkinson & Rita Loyd Atkinson Family

Trust UTA dtd. 12/04/80.

(2)

Stock options granted under the Company's Non-Employee Directors' Stock Option Plan. The options vest at the rate of 20% on July 27

, 1995, 20% on July 27, 1996, 20% on July 27, 1997, and 40% on July 27, 1998.

</FN>

</TABLE>

SIGNATURE OF REPORTING PERSON

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

For: Richard Atkinson

DATE 11/14/02