 	 	-	-	_	-	_	_	-	_	_	-	_	_	_	_	-	_	_	-	_	-	_	_
			_		_		_	_	_	_	_		_	_									

OMB APPROVAL

OMB Number 3235-0287
Expires: September 30, 1998
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## U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM 4

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed	pursu	ıant t	to S	ectio	n 16	6(a)	of	the	Seci	ıriti	es	Excha	ange	Act	of	1934,
Sec	ction	17(a)	of	the	Pub:	lic	Util	ity	Hold	ding	Com	pany	Act	of	1935	or
		Secti	ion	30(f)	of	the	Inv	restr	nent	Comp	anv	Act	of :	1940		

Fil	ed pursuant to Section 16 Section 17(a) of the Publ Section 30(f) of	ic Utility Hold		
	neck this box if no lon pligations may continue. S			or Form 5
(Print	or Type Responses)			
1. Na	me and Address of Reporti	ng Person*		
MacKin	non	A.M. "Don"		
(Las		(First)	(Middle)	
	on, Inc. 20 Kingsbridge R			
		(Street)		
Piscata	ıway	NJ	08854	
(Cit		(State)	(Zip)	
	RS Identification Number c	f Reporting Per	rson, if an entity (Volum	tary)
4. St	atement for Month/Year			
March 1	999			
5. If	Amendment, Date of Origi	nal (Month/Year	7)	
	lationship of Reporting P Check all applicable)	Person(s) to Iss	suer	
	<pre>Director Officer (give title be</pre>	low)	[_] 10% Owner [_] Other (specify belo	w)
7. In	dividual or Joint/Group F	iling (Check Ap	oplicable Line)	
	[] Form filed by One Repo ] Form filed by More that		g Person	

\_\_\_\_\_

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

\_\_\_\_\_\_

			4. Securities Acqu Disposed of (D) (Instr. 3, 4 am	) nd 5)		5. Amount of Securities Beneficially	6. Owner- ship Form: Direct	7. Nature of
1. Title of Security (Instr. 3)	Date (mm/dd/yy)		11110 0110	(A) or (D)	Price	of Month (Instr. 3 and 4)		
Common Stock	3/16/99	М	20,000	A	\$2.0625			
Common Stock	3/16/99		40,000					
Common Stock	3/16/99	М	40,000	A	\$5.375			
Common Stock			50,000			67,816		
						61,800	I	by wife

#### FORM 4 (continued)

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

\_\_\_\_\_\_

											9.	10. Owner-	
											Number	ship	
											of	Form	
	2.										deriv-	of	
	Conver-			5.				7.			ative	Deriv-	11.
	sion			Number	of			Title and	Amount		Secur-	ative	Nature
	or			Deriva	tive	6.		of Underl	.ying	8.	ities	Secur-	of
	Exer-		4.	Securi	ties	Date		Securitie	es.	Price	Bene-	ity:	In-
	cise	3.	Trans-	Acquir	ed (A)	Exercisa	ble and	(Instr. 3	3 and 4)	of	ficially	Direct	direct
	Price	Trans-	action	or Dis	posed	Expirati				Deriv-	Owned	(D) or	Bene-
1.	of	action	Code	of(D)		(Month/D			Amount	ative	at End	In-	ficial
Title of	Deriv-	Date	(Instr.						or	Secur-	of	direct	Owner-
Derivative	ative	(Month/		4 and			Expira-		Number		Month	(I)	ship
Security	Secur-	Day/						-1				(Instr.	
(Instr. 3)	ity	Year)		(A)	. ,	cisable		Title		5)	4)	4)	4)
Stock Option (right to buy)(2)									20,000			D	
Stock Option								Common					
(right to buy)(2)												D	
Stock Option (right to buy)(2)								Common				D	

### Explanation of Responses:

- (1) The reporting person gifted an aggregate of 50,000 shares of the registrant's common stock to his wife.
- (2) Options granted under the registrant's non-qualified stock option plan and qualified under Rule 16b-3.
- (3) Options vested in two tranches of 20,000 shares each on January 1, 1998 and January 1, 1999.
- (4) Options vested in two tranches of 20,000 shares each on December 31, 1994 and December 31, 1995.

4/8/99

\*\*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.

Potential perosns who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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