## OMB APPROVAL

OMB Number 3235-0104 Expires: September 30, 1998

Estimated average burden

hours per response ..... 0.5

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

FORM 3

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

(Instr. 4)	(Instr. 4)	(Instr. 5)	(Instr. 4)

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  $5(b)\,(v)$ .

Potential Persons 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 control number.

(Over) SEC 1474 (7/97)

FORM 3 (continued)

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

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

	<ol> <li>Date Exercisable and Expiration Date (Month/Day/Year)</li> </ol>		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Amount		4. Conver- sion or		6. Nature of
1. Title of Derivative Security (Instr. 4)	Date Exer- cisable		Title	or Number of Shares	Exercise Price of Derivative Security	(Instr. 5)	Beneficial Ownership (Instr. 5)
Stock Option (a) (right to buy)				8,330	\$20.078	D	
Stock Option (a) (right to buy)				10,000		D	

### Explanation of Responses:

- (a) Granted under the Company's Non-Qualified Stock Option Plan and qualified under Rule 16b-3
- (b) Options vest in two tranches of 5,000 shares each on July 1, 2000 and July 1, 2001

# /s/ David S. Barlow 7/12/99 \*\*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 is insufficient, see Instruction 6 for procedure.

Potential Persons 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 control number.

Page 2 SEC 1474 (7/97)