



1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	Code (Instr. 8) Code V	Amount	(A) or (D)	Price	Owned at End of Month (Instr. 3 and 4)	(D) or Indirect (I) (Instr.4)	Indirect Beneficial Ownership (Instr. 4)
Common Stock	2/28/02	P	5,000	A	\$45.76	5,000		

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 4(b) (v).

(Over)  
SEC 1474 (7-97)

FORM 4 (continued)

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

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Direct Benefi- cial Owner- ship (Instr. 4)
Stock Option (a) (right to buy)	\$43.85	2/25/02	A V	10,000	(b) 2/25/12	Common Stock 10,000	--	10,000	D	
Stock Option (a) (right to buy)	\$43.85	2/25/02	A V	8,333	1/1/03 2/25/12	Common Stock 8,333	--	8,333	D	

Explanation of Responses:

(a) Acquired pursuant to the Company's Non-Qualified Stock Option Plan and qualified under Rule 16b-3.

(b) The Options shall become exercisable (i) as to 5,000 shares on February 25, 2003, and (ii) as to 5,000 shares on February 25, 2004.

/s/ ROBERT L. PARKINSON, JR.

March 4, 2002

\*\*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 persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB number