

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
Common Stock	11/19/01	M	60,000	A	\$2.9375			
Common Stock	11/19/01	S	60,000	D	\$60.0329			
Common Stock	11/20/01	M	40,000	A	\$3.5625			
Common Stock	11/20/01	S	40,000	D	\$60.1588	16,378	D	

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).

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 Number.

(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 Deriva- tive Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount of 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 In- direct Owner- ship (Instr. 4)
				(A)	(D)	Exer- cisable	Expira- tion Date					
Stock Option (a) (right to buy)	\$2.9375	11/19/01	M	60,000	(b)	1/2/07	Common Stock	60,000				
Stock Option (a) (right to buy)	\$3.5625	11/20/01	M	40,000		4/19/97 4/19/06	Common Stock	40,000	0		D	

Explanation of Responses:

- (a) Acquired pursuant to the Company's Non-Qualified Stock Option Plan and qualified under Rule 16b-3.
- (b) 20,000 options became exercisable on each of January 2, 1998, January 2, 1999 and January 2, 2000.

/s/ R.H. THURMAN

December 3, 2001

**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.

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