

Edgar Filing: HILL MICHAEL E - Form 4

Exercisable

Date

7. Title and amount of Underlying Securities
(Instr. 3 and 4)

Title	Amount or Number of Shares
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8. Price of Derivative Security
(Instr. 5)

9. Number of Derivative Securities Beneficially Owned at End of Month
(Instr. 4)

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 4)

11. Nature of Indirect Beneficial Ownership
(Instr. 4)

Explanation of Responses:

- (1) These options were granted for attending scheduled Board Meeting.
These options vest immediately upon grant.

By:/s/ Michael Hill
Michael Hill

02-03-2003
Date

** Intentional misstatements of 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.