

Edgar Filing: HIGHTOWER DENNIS F - Form 5

December, 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

- Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing
(Check applicable line)

- Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date Month/Day/Year	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
			Amount	(A) or (D) Price
Common Stock, par value \$0.01 per share	3/01/01	A	789(1)	A

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Explanation of Responses: (1) Reflects director fees paid in restricted shares
which vest on March 1, 2002.

/s/ James Cuminale, Attorney-in-Fact

February 8, 2002

Dennis F. Hightower

Date

By James Cuminale, Attorney-in-Fact

** 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 collection of information contained
in this form are not required to respond unless the form displays a currently
valid OMB number.