

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).

Persons who 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 (9-02)

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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 3)			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)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. C
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title				
Options ⁽³⁾ (right to buy)	\$9.25	12/17/02		A		15,000		12/17/03 ⁽⁴⁾	12/17/12	Common Stock	15,000	None	15,000	

Explanation of Responses:

- 1. Grant of Common Stock Restricted Stock Units
- 2. Represents 9,545 Common Stock Restricted Stock Units
- 3. Options with limited stock appreciation rights
- 4. 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof

	/s/ Margaret F. Murphy	12/17//02
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.	**Signature of Reporting Person	Date
See	Margaret F. Murphy, on behalf of	

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

John E. Baker

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 Number.