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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 Reporting  
(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)		Price
			Amount	(A) or (D)	
Common Stock, par value \$0.01 per share	3/01/01	A	1,434 (1)	A	
Common Stock, par value \$0.01 per share	10/1/01	A	234 (2)	A	



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

/s/ James Cuminale, Attorney-in-Fact

February 8, 2002

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James M. Hoak

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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.