

6. Ownership Form: Direct(D) or Indirect(I) (Instr. 4)

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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

Employee Stock Option (Right to Buy)

2. Conversion or Exercise Price of Derivative Security

\$14.50

3. Transaction Date (Month/Day/Year)

10/1/2001

4. Transaction Code (Instr. 8)

A; V

5. Number of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4, and 5)

Granted option to purchase 37,500 shares of common stock (A)

6. Date Exercisable and Expiration Date (Month/Day/Year)

See Footnote (1)

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

Common Stock; 37,500 shares

8. Price of Derivative Securities (Instr. 5)

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

37,500

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

(D)

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

Not applicable.

EXPLANATION OF RESPONSES:

(1) The option vests and becomes exercisable in equal annual installments over a three-year period that commenced October 1, 2001. The option expires on October 1, 2011.

/s/ James T. Lucke, as attorney-in-fact

November 8, 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 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.

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