

October 22, 2002

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

- () Form filed by More than One Reporting Person

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Month
Common Stock; \$.01 par value	10/21/02	M	4,110	A	\$17.50	
Common Stock; \$.01 par value	10/21/02	F	3,016	D	\$31.44	37,282
						2,967.3115

1.Title of Derivative Security	2.Con- version or Exer- cise Price of Deriva- tive	3. Transaction	4.	5.Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of(D)	6.Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir-	7.Title and Amount of Underlying Securities	8.P of vat Sec rit
				A/	Exer- ation	Title and Number	

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	Secu- rity	Date	Code	V	Amount	D	cisa- ble	Date	of Shares	
Employee Stock Option (right to buy)	\$17.50	10/21/02	M		4,166	D	10/21/02	01/28/08	Common Stock	4,166

Explanation of Responses:

SIGNATURE OF REPORTING PERSON

J. Stephen Gilbert, Attorney-in-Fact for Keith D. Boone

DATE

10/22/2002