

<CAPTION>

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1. Title of Derivative 10. Nature of Security Dir/Indirect Beneficial (D) Ownership or Ind Dire ct (I)	2. Con- version or Exer cise Price of Deriva- tive Secu- rity	3. Transaction Date or Code Date	4. Amount or Dis- posed of (D) or A/ D	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year) Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Securities	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Additional Information	
<S> <C> <C> Phantom Stock Units	<C> 1-for-1	<C> 10/16	<C> A	<C> 43	<C> A	<C> 1 1 Common Stock	<C> 43	<C> 23.52	<C> 6295	<D>

