TABLE I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

+	2. Trans-     action     Date     (Month/     Day/     Year)	2A.Execu- action Date (Month/ Day/ Year)	+		ities Acquired (A) sposed of (D) +  A/D Price	+	+	++  7. Nature     of In-     direct     Bene-     ficial     Owner-     ship
Common Stock Common Stock						48.199 3181.911	D I	HELD BY ESOP TRUSTEE
Common Stock						0	I	HELD BY MATCHING STOCK TRUSTEE
Common Stock Common Stock						3079.108 10504	I	401(K) PLAN By trust for reporting person
Common Stock Units Matching Units Performance Share Units	12/04/2002		Α	6802	A \$0.0000	5736.153 2868.07 25517.622	D D D	per 3011

## TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

+				+	+	+		+	4		L	+	++	
11.	2.	3.	3A.	4.	5.	6.		7.		8.	9.	10.	11.	
				[	[						Number	Owner-		
				[	[						of	ship		
				[	[						Deriv-	Form of		
				I	1			Title ar	nd Amount		ative	Deriv-	1 1	
1 1				1	[			of Under	lying		Secur-	ative	Nature	
	Conver-	Trans-	Execu-	I	Number of			Securiti	les		ities	Secur-	of	
	sion or	action	tion	I	Derivative	Date Exerci	isable ·	++		+	Benefi-	ity:	In-	
[	Exercise	Date	Date	I	Securities	and Expirat	ion Date	1 1	Amount		cially	Direct	direct	
	Price of			Transac-	Acquired(A)	(Month/Day/	Year)	1 1	or		Owned	(D) or	Bene-	
Title of	Deriv-	(Month/	(Month/	tion Code	Disposed(D)	++	+·	+	Number	Price of		In-	ficial	
Derivative	ative	Day/	Day/ -	+	+	+Date Exer-	Expira-		of	Derivative		direct	Owner-	
Security	Security	Year)	Year)	Code  V	(A)  (D)	cisable	tion Date	Title	Shares	Security		(I)	ship	
+				++	++	++		++			+	+	++	

Stock \$64.55 12/04/2 A 11500 12/04/2002 12/04/2012 Common 11500 \$64.5500 11500 D Option 002

Explanation of Responses:

SIGNATURE OF REPORTING PERSON /s/N. Jeanne Ryan

DATE 12/05/2002