

| 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) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction (Instr. 8) | | | | 5. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 11. Name of Indirect Beneficial Owner (Instr. 4) | |
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Equivalent Units | 1-for-1 | | A | | 62 | | (1) | (1) | Common Stock | 62 | \$32.17 | 1,317 | D | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |

Explanation of Responses:

(1) Stock units (Units) under the Company s deferred compensation plan resulting from (a) deferral of salary and Company match (in shares) and (b) premium (in shares) to participants deferring awards into Units. 12 of these Units are subject to vesting based on employment through December 31, 2003.

DENNIS M. MEANY

**Signature of Reporting Person

September 3, 2002

Date

Dennis M. Meany
Attorney-in-fact

Reminder:

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

*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**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, on of which must be manually signed. If space is insufficient, see Instruction 6 for procedure