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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (mm/dd/ yy) | 3A. Deemed Execut- ion Date if any (mm/dd/ yy) | 4. Trans- action Code (Instr. 8) ----- Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares |
|--|---|--|---|--|--|---|--|
|--|---|--|---|--|--|---|--|

| | | | | | | | |
|--|---------|--------|--|---|-----------|------------|------------------------|
| Employee Stock Option (option to buy) | \$27.93 | 2/5/02 | | A | 1,375,000 | (1) 2/5/12 | Common Stock 1,375,000 |
|--|---------|--------|--|---|-----------|------------|------------------------|

Explanation of Responses:
 (1) The option vests in five equal installments beginning 2/5/03.

/s/ Mayo A. Shattuck, III 1/6/03

 **Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially

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

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