

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: September 30, 1998
Estimated average burden
hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

Form with sections: 1. Name and Address of Reporting Person*, 2. Issuer Name and Ticker or Trading Symbol, 3. I.R.S. or Social Security Number of Reporting Person, 4. Statement for Month/Year, 5. If Amendment, Date of Original, 6. Relationship of Reporting Person to Issuer, 7. Individual or Joint/Group Filing.

TABLE I — NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

Table with 7 main columns: 1. Title of Security, 2. Transaction Date, 3. Transaction Code, 4. Security Acquired (A) or Disposed of (D), 5. Amount of Securities Beneficially Owned at End of Month, 6. Ownership Form, 7. Nature of Indirect Beneficial Ownership.

Reminder: Report on 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).

(Over) SEC 1474 (7-86)

FORM 4
(continued)

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 Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 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 Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
N/A														

Explanation of Responses:

* The shares were purchased under the issuer's employee stock purchase plan in June 2002.

/s/ Craig A. Drum

8/28/02

Craig A. Drum

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMG Number.