

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. Conver- sion or Exer- cise Price of Deriv- ative Secu- rity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	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	8. Price of Deriv- ative Secu- rity (Instr. 5)	9. Number of Deriv- ative Secu- rities Bene- ficially Owned at End of Year (Instr. 4)	10. Owner- ship Form of Deriv- ative Secu- rity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Stock Option (right to purchase)	\$31.25	5/22/02		A	3,000	5/22/03	5/22/12	Common Stock	3,000	3,000	D	
Phantom Stock Unit	1-for-1	(1)		A	1,017.9	(1)	(2)	Common Stock	1,017.9	1,017.9	D	
Phantom Stock Dividend Equivalent Right	1-for-1	(2)		A	23.9	(1)	(2)	Common Stock	23.9	23.9	D	

Explanation of Responses:

- (1) Acquired on various dates during 2002 in lieu of director's retainer and meeting fees. Vests on the earlier of December 31, 2012, or the holder's retirement.
- (2) Acquired on quarterly dividend record dates during 2002. Rights become vested and expire proportionately with the phantom shares to which they relate.

William L. Hutton

December 10, 2002

**Signature of Reporting Person
Attorney-in-fact

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.