

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D) | 6. Exercisable and Expiration Date (Month/Day/Year) Date Expiration | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares | 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 Ownership: Direct Beneficial (Instr. 4) |
|--|--|--------------------------------------|--|---------------------------------------|--|---|--|--|--|--|---|
|--|--|--------------------------------------|--|---------------------------------------|--|---|--|--|--|--|---|

| | | | | | | | | | | | |
|--------------------------|---------|----------|--|---|-------|-------------------|----------------------|---|-------|---|--|
| Option (right to buy)(1) | \$36.66 | 11/22/02 | | A | 2.000 | 11/21/03 11/21/12 | Common Stock 2,000 0 | 0 | 2,000 | D | |
|--------------------------|---------|----------|--|---|-------|-------------------|----------------------|---|-------|---|--|

Explanation of Responses:

(1) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.

/s/James M. Quinn, as attorney-in-fact 12/02/02

**Signature of Reporting Person Delano E. Lewis 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 procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to rule 101(b)(4) of Regulation S-T.