

[illegible]

				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$21.37							(1)	01/02/11	Common Stock	40,000		40,000	D	
Employee Stock Option (Right to Buy)	\$10.00	12/31/02		M			6,000	(2)	05/08/10	Common Stock				D	
Employee Stock Option (Right to Buy)	\$10.00	01/02/03		M			6,100	(2)	05/08/10	Common Stock	601,400		601,400	D	
Employee Stock Option (Right to Buy)	\$13.87							(4)	10/16/12	Common Stock	70,000		70,000	D	

Explanation of Responses:

- (1) This option vests as follows: 833 shares each month beginning on 02/02/02 until 01/02/05.
- (2) This option vests as follows: 12,667 shares each month beginning on 01/26/02 until 04/26/05.
- (3) This option vests as follows: 10,000 shares on 02/03/03; 8,333 shares on 12/03/03; and 833 shares each month beginning 01/03/04 until 02/03/06.
- (4) This option vests as follows: 70,000 shares on 10/16/2007.

By: /s/ **George Hervey**

**January 2, 2002**  
Date

\*\*Signature of Reporting Person

\*\*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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