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		// / OMB APPROVAL /	
		/ OMB APPROVAL / // / OMB Number: 3235-0287 / / Expires: December 31, 2001 / / Estimated average burden / / hours per response 0.5 / //	
++	II G GEGIDIMIE	C AND EVOUANCE COMMISSION	
FORM 4   ++		S AND EXCHANGE COMMISSION GTON, D.C. 20549	
[] 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 Se Exchange Act of 1 Public Utility Hol	GES IN BENEFICIAL OWNERSHIP  ction 16(a) of the Securities  934, Section 17(a) of the  ding Company Act of 1935 or  Investment Company Act of 1940	
(Print or Type Response			
1. Name and Address of			_
FOSTER	VINCENT	D.	
(Last)	(First)	(Middle)	-
1	360 POST OAK BOULEVARD,		
	(Street)		-
HOUSTON	TEXAS	77056	
(City)	(State)	(Zip)	-
(voluntary)	on Number of Reporting P	erson, if an entity	
4. Statement for Month			
5. If Amendment, Date	of Original (Month/Year)		
6. Relationship of Rep	orting Person(s) to Issu	er (Check all applicable)	
_X_ Director	Officer (give title below)	10% Owner Other (specify below)	
	/Group Filing (Check App	licable Line)	
	One Reporting Person More than One Reporting	Person	
		sposed of, or Beneficially Owned	
<table> <caption></caption></table>	-		
		4. Securities Acquired (A)	
7. Nature of		or Disposed of (D)	J
of In- Security	Date Code	(Instr. 3, 4 and 5)	
direct (Instr. 3)	(Month/ (Instr. 8)	(1115C1. 3, 4 and 3)	
Bene-			
	~~y,		

ficial

	Year)						Month	Indirect
Owner-		Code	V	Amount	(A) or	Price	(Instr. 3 and 4)	(I)
ship					(D)			(Instr.
4) (Instr. 4)								
	(0)	<b>(</b> 0)	400	(0)	400	400	(0)	400
<s><c></c></s>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>
Limited Common Stock	4/28/00	S		200,000	D	\$38.2375	192,098	D

								Reminder: Report on a owned direct	separate l		h cla	ss of securit	ies benefi	cially		
\* If this for Instruction		by more tha	n one	reporting pe	erson, see											
Table IIDerivativ						y Owned										
	carro, wall	.acə, орс10	113, C	ouvercinie ge	.currctes)											
4. Transacaction 5. Number of Deriv-2. Conver- 3. Trans-sion or action 1. Title of Derivative Security (Instr. 3) tion Code ative Securities Date (Month/ Exercise (Instr. 8) Acquired (A) or Disposed of Price of (D) Deriv-Day/ (Instr. 3, 4, and 5) ative Year) Security -----Code (A) (D) <S> <C> <C> <C> <C> <C> <C> Employee Stock Option A V (Right to Buy) \$23.54(1) 2/22/00 75,000(1)

<CAPTION>


										Table IIDerivative Securit (e.g., puts, calls, warran	ts, option	ns, conve	rtible securi	\_						
	6 D.I.		7 m'i l	3	0	D. t.	0	NT	1.0	0										
l1. Na-	6. Date I	Exer-	7. Title and	Amount of	8.	Price	9.	Number	10.	Owner-										
	cisab:	le and	Underlyin	g Securities		of		of Deriv-		ship										
cure	Expira	ation	(Instr. 3	and 4)		Deriv-		ative		Form										
of In-	D-+-							C		- f D-										
direct	Date					ative		Secur-		of De-										
rivative Bene-	(Month	n/Day/				Secur-		ities												
rivative bene-	Year)					ity		Bene-												
Securities ficial						(Instr.		ficially		Bene-										
Owner-								rrcrarry		Delle										
ficially ship						5)		Owned												
\_	Date	Expira-		Amount or				at End		Owned										
at (Instr.	Exer-	tion	Title	Number of				of		End of										
1)																				
Month(1)	cisable	Date		Shares				Month												
(T ) (A)								(Instr. 4)												
(Instr. 4)																				
<\$>					/C`															
					νο,															
			Common Stock	75**,**000				75**,**000		D										
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Explanation of Responses:

- (1) Adjusted to give effect to a 3-for-2 stock split paid on April 7, 2000.
- (2) The option vests in four equal installments beginning on February 22, 2001.

/s/ Vincent D. Foster May 8, 2000
-----\*Signature of Reporting Person 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 OMB Number.