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| FORM 4 |
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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, 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).
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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

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1. Name and Address of Reporting Person*		
FOSTER	VINCENT	D.
(Last)	(First)	(Middle)
1360 POST OAK BOULEVARD, SUITE 800		
(Street)		
HOUSTON	TEXAS	77056
(City)	(State)	(Zip)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

5. If Amendment, Date of Original (Month/Year) _____

X Director ___ Officer ___ 10% Owner ___ Other
 (give title below) (specify below)

 X Form filed by One Reporting Person
 Form filed by More than One Reporting Person

<TABLE>
<CAPTION>

1. Title 7. Nature of In- Security direct (Instr. 3) Bene- ficial	2. Trans- action Date (Month/ Day/	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of	6. Owner- ship Form: Direct (D) or
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Owner-ship	Year)	Code	V	Amount	(A) or (D)	Price	Month (Instr. 3 and 4)	Indirect (I) (Instr.
4) (Instr. 4)								
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>								
Limited Common Stock	4/28/00	S		200,000	D	\$38.2375	192,098	D
</TABLE>								

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

* If this form is filed by more than one reporting person, see Instruction 4(b) (v).

Table II--Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>					
1. Title of Derivative Security (Instr. 3) Securities	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Acquired (A) or Disposed of (Instr. 3, 4, and 5)	
(D)					
and 5)					
(D)					
<S>	<C>	<C>	<C>	<C>	<C>
<C>					
Employee Stock Option (Right to Buy)	\$23.54 (1)	2/22/00	A	V	75,000 (1)

Table II--Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<TABLE>

<CAPTION>

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	(2)	2/22/10	Common Stock	75,000		75,000	D

[illegible]

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</TABLE>

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
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**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.