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		/ OMB APPROVAL /				
		/ OMB Number: 3235-0287 / / Expires: December 31, 2001 / / Estimated average burden / / hours per response 0.5 /				
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FORM 4 ++		IES AND EXCHANGE COMMISSION INGTON, D.C. 20549				
[_] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See	STATEMENT OF CHA Filed pursuant to S Exchange Act of Public Utility Ho	WASHINGTON, D.C. 20549 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				
Instruction 1(b).		he Investment Company Act of 1940				
(Print or Type Responses						
1. Name and Address of						
EASTMAN	BRAD	N.				
(Last)	(First)	(Middle)				
	1360 POST OAK BLVD.,	SUITE 2100				
	(Street)					
HOUSTON	TX	77008				
(City)	(State)	(Zip)				
3. I.R.S. Identificatio (voluntary)	n Number of Reporting	Person, if an entity				
4. Statement for Month/						
5. If Amendment, Date o	f Original (Month/Yea:	r) 				
6. Relationship of Repo	rting Person(s) to Is:	suer (Check all applicable)				
Director _X_	Officer (give title below)	10% Owner Other (specify below)				
VICE PRESIDENT, SEC	RETARY AND GENERAL COU	UNSEL				
7. Individual or Joint/		pplicable Line)				
X Form filed by X Form filed by X	One Reporting Person More than One Reporting	g Person				
Table INon-Derivative	Securities Acquired,	Disposed of, or Beneficially Owned				
<table> <caption></caption></table>						
1. Title 2.	Trans- 3. Trans-	4. Securities Acquired (A)	5. Amount of			
7. Nature of	action action	or Disposed of (D)	Securities			
of In- Security	Date Code	(Instr. 3, 4 and 5)	Beneficially			
direct (Instr. 3)	(Month/ (Instr. 8))	Owned at			
Bene-						

End of

(D) or

Day/

ficial	Year)					Month	Indirect
Owner-	rear)					MOTICII	marrect
-1-:		Code	V Amount	(A) or	Price	(Instr. 3 and 4)	(I)
ship				(D)			(Instr.
4) (Instr. 4)							·
<s> <c></c></s>	<c></c>	<c></c>	<c> <c></c></c>	<c></c>	<c></c>	<c></c>	<c></c>
Common Stock	5/15/2000	М	5 , 625	A	\$18.08		
Common Stock	5/15/2000	S	1,625	D	\$51.625 		
	5/15/2000		1,000		\$51.3125		
Common Stock	5/15/2000	S	1,000	D	\$51.5625		
Common Stock	5/15/2000	S	1,000	D	\$52.50		
Common Stock	5/15/2000	S	1,000	D	\$52.75		
Common Stock	6/6/2000	М	13,125 4,000	A	\$8.71		
Common Stock Common Stock	6/6/2000 6/6/2000	S S		D D	\$52.1875 \$52.375		
Common Stock	6/6/2000	S	3,125 3,000	ם ח	\$52.375		
Common Stock	6/6/2000	S	3,000	D	\$52.4375	598	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 $4\left(b\right)\left(v\right)$.

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

<table></table>
∠CA DTTOMS

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or	3. Trans- action	4. Transac- tion Code	5. Number of Deriv ative
Securities	Exercise Price of	Date (Month/	(Instr. 8)	Acquired (A) or Disposed of
(D) and 5)	Deriv-	Day/		(Instr. 3, 4,
	ative Security	Year)		
			Code V	(A)
(D)				
 <\$> <c></c>	<c></c>	<c></c>	<c> <c></c></c>	<c></c>
EMPLOYEE STOCK OPTIONS 6,625	\$18.08	5/15/00	М	
EMPLOYEE STOCK OPTIONS	\$8.71	6/06/00	М	

										, .				
Table IIDerivative Securi (e.g., puts, calls, warra	ants, optio	ons, conve	rtible secur	ities)										
11. Na-	6. Date	Exer-	7. Title and	d Amount of	8. Price	9. Number	10. Owner-							
	cisal	ole and	Underlyin	ng Securities	of	of Deriv-	ship							
ture	Expi	ration	(Instr. 3	3 and 4)	Deriv-	ative	Form							
of In-	Date				ative	Secur-	of De-							
direct							OI De							
rivative Bene-	(Mont	th/Day/			Secur-	ities								
Securities ficial	Year)			ity	Bene-								
securities ficial					(Instr.	ficially	Bene-							
Owner-					**-** 5)	Owned								
ficially ship	D. I.			3	-,		0 1							
at (Instr.	Date	Expira-	•	Amount or		at End	Owned							
4)	Exer-	tion	Title	Number of		of	End of							
	cisable	e Date		Shares		Month								
Month(1)						(Instr. 4)								
(Instr. 4)														
<\$>														
	(1)	2/22/10	COMMON STO	CK 5,625		16,875	D							
			COMMON STO	CK 13,125		43**,**125	D							
						_								

</TABLE>

Explanation of Responses:

- (1) The option vests in four equal annual installments beginning on February 23, 2000.
- (2) The option vests in four equal annual installments beginning on May 22, 1999.

/s/ Brad	d Eastman	7/10/2000
**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.