

[\_] Form 4 Transactions Reported

1. Title of Security 7. Nature (Instr. 3) of In- direct Bene- ficial Indirect ship 4) (Instr. 4)	2. Trans- action Date (Month/ Day/ Year)	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 the end of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or (I) (Instr.
		Code V	Amount (D)	Price	

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>								

\* If the form is filed by more than one reporting person, see instruction 4(b) (v).  
SEC. 1474 (7-96)

&lt;/TABLE&gt;

FORM 5 (continued)

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

<TABLE>  
<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)	Code	V	(A)

<S>	<C>	<C>	<C>	<C>	<C>
<C>					
Employee Stock Option (Right to Buy)	\$27.125	2/23/99	A		50,000

Employee Stock Option (Right to Buy)	\$31.625	5/17/99	A	5,000
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<TABLE>  
<CAPTION>

6. Date Exer- 11. Na- cisable and ture Expiration of In- Date direct (Month/Day/ Bene- Year) ficial Owner- ship Date (Instr. 4) Exer- cisable	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of De- rivative Secu- rity: Direct (D) or Indi- rect (1) (Instr. 4)
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<S> <C> (1)	<C> 2/22/09	<C> Common Stock	<C> 50,000	<C> 50,000	<C> D
11/17/ 99	5/16/09	Common Stock	5,000	5,000	D

</TABLE>

Explanation of Responses:

(1) The Option vests in four equal installments beginning on February 23, 2000

/s/ Vincent D. Foster

2/10/00

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\*\*Signature of Reporting Person

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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.