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Security (Instr. 3)	Secu- rity	Day/ Year)	Day/ Year)	----- Code V	----- (A)	----- (D)	Exer- cisable	tion Date	Title	of Shares
Performance Share Dividend Equivalent Right	1-for-1	(1)		A	27.7		(1)	(1)	Common Stock	27.7

Explanation of Responses:

(1) Acquired on dividend payment date Nov. 26, 2002. Rights become vested and expire proportionately with the performance shares to which they relate.

/s/ William L. Hutton

November 27, 2002

\*\*Signature of Reporting Person  
Attorney-in-fact

Date

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