

Edgar Filing: MANDELL STEVEN - Form 4

6. Relationship of Reporting Person to Issuer
(Check all applicable)

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

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TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF,
OR BENEFICIALLY OWNED

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at of Month (Instr. 3 and 4)
		Code	V	Amount	(A) or (D)	Price	
COMMON STOCK	11/08/01	S		35,800	D	\$6.3047 per share	1,840,97
COMMON STOCK	11/09/01	S		24,200	D	\$6.3372 per share	1,840,97
COMMON STOCK	11/13/01	S		22,900	D	\$6.5083 per share	1,840,97
COMMON STOCK	11/14/01	S		27,000	D	\$6.50 per share	1,840,97
COMMON STOCK	11/15/01	S		17,100	D	\$6.5058 per share	1,840,97
COMMON STOCK	11/29/01	S		41,000	D	\$7.45 per share	1,840,97
COMMON STOCK	11/30/01	S		21,300	D	\$7.45 per share	1,840,97

REMINDER: REPORT ON A SEPARATE LINE FOR EACH CLASS OF SECURITIES BENEFICIALLY OWNED DIRECTLY OR INDIRECTLY.

(PRINT OR TYPE RESPONSES)

(OVER)

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares

EXPLANATION OF RESPONSES:

+ This amount reflects 700,000 shares remaining unexercised under an option agreement between Steven Mandell and Jack Futterman, dated June 8, 1999. Mr. Futterman exercised a portion of the option for 300,000 shares at \$3.00 per share in September, 2001.

* This amount also reflects shares held by the Mandell Family Limited Partnership.

By: /s/ Steven Mandell December 10, 2001

Steven Mandell
SIGNATURE OF REPORTING PERSON

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.