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

\* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

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

Title of Derivative Security (Instr. 3)	Conversion of Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D)	Date Exercisable (Month/Day/Year)	Expiration Date	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)	Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	Ownership of Derivative Security: Direct (D) or Indirect (I)	Nature of Ownership: Direct (D) or Beneficial (B)
NQ Option Right to buy (1)	\$11.485	2/14/03	A	7,500	2/14/06	2/14/13	common 7,500	--	7,500	D	
NQ Option Right to buy (2)	\$11.485	2/14/03	A	3,750	note 2	2/14/10	common 3,750	--	3,750	D	

Explanation of Responses:

- (1) Each option is exercisable with respect to one-third of the shares on each annual anniversary date of the grant.
- (2) Vests on the earlier of achievement of stock price performance target of 25%-50% increase or 5 years.

/s/ W. Scott Hedrick 2/19/03  
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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 procedures. 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.