

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

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

FORM 4 (continued)

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

| 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 Exer- cisable Date | | 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 Month (Instr. 4) | 10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4) | 11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4) |
|--|---|--|--|---|---|----------|--|--|--|---|--|
| Option to Purchase | \$25 | 11/17/98 | A | 4,000 | 11/17/99 | 11/17/08 | Common Stock | 4,000 | | D | |
| Option to Purchase | \$25 | 11/17/98 | A | 4,000 | 11/17/00 | 11/17/08 | Common Stock | 4,000 | | D | |
| Option to Purchase | \$25 | 11/17/98 | A | 4,000 | 11/17/01 | 11/17/08 | Common Stock | 4,000 | | D | |
| Option to Purchase | \$19.0625 | 9/14/99 | A/V | 4,000 | 9/14/00 | 9/14/09 | Common Stock | 4,000 | | D | |
| Option to Purchase | \$19.0625 | 9/14/99 | A/V | 4,000 | 9/14/01 | 9/14/09 | Common Stock | 4,000 | | D | |
| Option to Purchase | \$19.0625 | 9/14/99 | A/V | 4,000 | 9/14/02 | 9/14/09 | Common Stock | 4,000 | | D | |
| Option to Purchase | \$21.125 | 9/28/99 | A/V | 2,667 | 9/28/00 | 9/28/09 | Common Stock | 2,667 | | D | |
| Option to Purchase | \$21.125 | 9/28/99 | A/V | 2,667 | 9/28/01 | 9/28/09 | Common Stock | 2,667 | | D | |
| Option to Purchase | \$21.125 | 9/28/99 | A/V | 2,666 | 9/28/02 | 9/28/09 | Common Stock | 2,666 | 62,000 | D | |

Explanation of Responses:

/s/ John Rutter

10/08/99

**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.