



\* 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 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 Benef- icial Owner- ship (Instr. 4)
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	60,000	D	

Explanation of Responses:

/s/ Porter Wharton

10/11/99

\*\*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.