



**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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Option (right to buy)	7.40	12/8/02	A		A		Note (a)	12/7/13	Common Stock	3,000		3,000	D	

Explanation of Responses:

(1) On December 8, 2003, the reporting person was granted an option to purchase 3,000 shares of Common Stock under the Directors Stock Option Plan, an exempt plan. The shares are exercisable as follows:  
1,000 shares exercisable on December 8, 2004, 1,000 shares exercisable on December 8, 2005 and 1,000 shares exercisable on December 8, 2006.

\_\_\_\_\_  
Sylvia M. Smith for W. Richard Marz  
\*\*Signature of Reporting Person

\_\_\_\_\_  
12/09/03  
Date

**Filed on behalf of W. Richard Marz pursuant to Power of Attorney dated 8-13-02**

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).

\*\* 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 is insufficient, see Instruction 6 for procedure