

Edgar Filing: ARNOLD JIM - Form 4

Amount 11,623
(A) or (D) (A) (1)
Price

5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)
11,623
6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
(D)
7. Nature of Indirect Beneficial Ownership (Instr. 4)

(1) Subject to vesting on 9/17/04

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

(Print or Type Responses)

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

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)
 - a. Employee Stock Option (Right to Buy)
 - b. Employee Stock Option (Right to Buy)
2. Conversion or Exercise Price of Derivative Security
 - a. \$17.125
 - b. \$19.250
3. Transaction Date (Month/Day/Year)
 - a. 9/17/01
 - b. 9/17/01
4. Transaction Code (Instr. 8)
 - a. Code D
V yes
 - b. Code D
V yes
5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
 - a. (A)
(D) 15,000
 - b. (A)
(D) 15,000
6. Date Exercisable and Expiration Date (Month/Day/Year)
 - a. Date Exercisable 9/11/99
Expiration Date 9/11/08
 - b. Date Exercisable 3/02/00
Expiration Date 3/02/09
7. Title and Amount of Underlying Securities (Instr. 3 and 4)
 - a. Title Common Stock

Edgar Filing: ARNOLD JIM - Form 4

- | | | |
|----|----------------------------|--------------|
| | Amount or Number of Shares | 15,000 |
| b. | Title | Common Stock |
| | Amount or Number of Shares | 15,000 |
8. Price of Derivative Security (Instr. 5)
9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)
- a. -0-
- b. -0-
10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

/s/ Michael G. Wooldridge	10-08-01
**Signature of Reporting Person	Date
Michael G. Wooldridge for	
James Arnold by Power of Attorney	

**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.