



1.	Transaction Date	Transaction Code	Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(I)
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<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>							

Common Stock						1,000	D
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</TABLE>

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 5 (continued)

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

<TABLE>  
<CAPTION>

10.	Owner-ship of Derivative Security:	11. Nature of In-	2. Conversion or Exer-	5. Number of Derivative Securities	6. Date	7. Title and Amount of Underlying Securities	8. Price	9. Number of Derivative Securities Beneficially Owned
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Direct (D) or In-Title of direct Derivative (I) Security (Instr. 3) 4)	Direct Bene- ficial Owner- ship (Instr. 4)	Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	Exercisable and Expiration Date (Month/Day/Year) -----	(Instr. 3 and 4) -----	of Deriv- ative Secur- ity (Instr. 5)	Officially Owned at End of Year (Instr. 4)
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<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Options (right to buy)		\$3.17	10/25/01	A	125,000	*	10/25/11	Common	125,000	\$3.17	325,000

</TABLE>  
Explanation of Responses:

\* Options vest as to 50% after optionee has performed two years of service, and the remaining 50% vests ratably over the twenty-four (24) months of optionee's service following the second anniversary of the grant date.

/s/ ROBERT O. STEPHENSON

February 6, 2002

\*\*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.