

<TABLE>
<CAPTION>

Owner- Form: 7. Direct Nature of or Indirect 1. Indirect Beneficial Title of Security Ownership (Instr. 3) (Instr. 4) (Instr. 4)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. ship (D) (I)
			Amount	or (D)	Price		
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

Common D**	8/13/99	A*	1,294.274	A	\$19.8910		
Common D**	11/15/99	A*	1,531.896	A	\$17.3970	39,603.003	
Common ***	8/13/99	A*	30.436	A	\$19.8910		I
Common ***	11/15/99	A*	36.024	A	\$17.3970	931.46	I

* Shares acquired through Dividend Reinvestment Plan.

** Includes shares held jointly with wife.

*** Owned directly by spouse.

</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.

(Over)

(Form 5-07/98)

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 Securities: Direct (D) or Indirect (I) Security (Instr. 3 or 4)

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)

Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)

<S> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C>

Option (Right to Buy) \$34.7948 12/30/99 D* 32,298 * * Common 32,298 0

Option (Right to Buy) \$34.7948 12/30/99 D* 2,702 * * Common 2,702 0

Option (Right to Buy) \$30.2103 12/30/99 D* 20,078 * * Common 20,078 0

Option (Right to Buy) \$30.2103 12/30/99 D* 2,075 * * Common 2,075 0

Option (Right to Buy) \$30.1875 12/30/99 D* 24,188 * * Common 24,188 0

Option (Right to Buy) \$30.1875 12/30/99 D* 3,312 * * Common 3,312 0

Options (Right to Buy) 15,936

</TABLE>
Explanation of Responses:

* In exchange for a payment of \$7,561.83, representing \$.06 per option share as to the \$34.7948 grant and \$.11 per option share for the \$30.2103 and \$30.1875 grants, the expiration date of outstanding options was accelerated to December 2, 1999.

/s/ David A. Stover

1/28/00

**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.