



1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Security 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 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of (D) or Indirect Ownership (Instr. 4)
			Amount	(A) or (D)	Price			

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

FORM 5 (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)	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) Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4)	10. Owner- ship of Deriv- ative (D) or Direct (I) (Instr. 4)	11. Nature of Direct Ownership (Instr. 4)
				(A)	(D)		Amount	Number of Shares				
Stock Option (1) (right to buy)	\$2.8125	07/23/96	A	40,000	(2)	7/23/06	Common Stock	40,000	40,000	D		
Stock Option (1) (right to buy)	\$2.5625	02/11/97	A	40,000	(3)	2/11/07	Common Stock	40,000	40,000	D		

Explanation of Responses:

- (1) Granted pursuant to the Company's Non-qualified Stock Option Plan and qualified under Rule 16b-3.
- (2) Option vests and becomes exercisable in two installments of 20,000 shares each on July 23, 1997 and July 23, 1998, respectively.
- (3) Option vests and becomes exercisable in two installments of 20,000 shares each on February 11, 1998 and February 11, 1999, respectively.

\*\*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.