

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	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 Month (Instr. 3 and 4)	6. Owner- ship Form: (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Common Stock	3/29/01	M		2,000	A	\$5.5000			
Common Stock	3/29/01	S		2,000	D	\$50.93750			
Common Stock	3/29/01	M		1,000	A	\$5.5000			
Common Stock	3/29/01	S		1,000	A	\$51.0000	3,142	D	
							32,500	I	By Trust
							1,000	I	By Wife
							2,600	I	By Trust for Daughter

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).

Potential Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMD control number.

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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)	2. Conver- sion or Exer- cise Price of Deriva- tive 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) Exer- cisable Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: (D) or Indire- ct (I) (Instr. 4)	11. Nature of Direct or Bene- ficial Owner- ship (Instr. 4)
				(A)	(D)							
Common Stock(a) (right to buy)	\$5.50	3/29/01	M	2,000		3/9/99	3/9/08	Common Stock	2,000	--		D
Common Stock(a) (right to buy)	\$5.50	3/29/01	M	1,000		3/9/99	3/9/08	Common Stock	1,000	--	37,320	D

Explanation of Responses:

(a) Acquired pursuant to the Company's Non-Qualified Stock Option Plan and qualified under Rule 16b-3.

/s/ David W. Golde

April 6, 2001

**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.

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