

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
Stock Option (Right to Buy)	\$3.15							(5)	12/11/07	Common Stock	294,574		294,574	D	
Stock Option (Right to Buy)	\$3.15							(6)	2/11/08	Common Stock	220,006		200,006	D	
Stock Option (Right to Buy)	\$9.63							(7)	9/18/10	Common Stock	30,000		30,000	D	
Stock Option (Right to Buy)	\$9.63							(8)	9/18/10	Common Stock	35,000		35,000	D	
Stock Option (Right to Buy)	\$8.38							(9)	11/26/10	Common Stock	90,000		90,000	D	
Stock Option (Right to Buy)	\$11.00							(10)	7/11/10	Common Stock	300		300	D	
Stock Option (Right to Buy)	\$8.04							(11)	10/15/11	Common Stock	135,000		135,000	D	
Stock Option (Right to Buy)	\$5.90							(12)	10/15/12	Common Stock	130,000		130,000	D	

Explanation of Responses:

- (1) This Form 4 was amended to add this indirect ownership which was inadvertently not included in Reporting Person's last Form 4.
- (2) Carville Company, LP is a grantor retained annuity trust and was formed as part of a series of transactions for estate planning purposes.
- (3) Carville Company II, LP is a grantor retained annuity trust and was formed as part of a series of transactions for estate planning purposes.
- (4) JJD Industries, LLC was formed as a part of a series of transactions for estate planning purposes.
- (5) 100% vested.
- (6) 100% vested.
- (7) 15,000 shares vested; an additional 7,500 shares will vest on each of August 19, 2003 and 2004.
- (8) 17,500 shares are exercisable; an additional 8,750 shares will vest on each of July 10, 2003 and 2004.
- (9) 22,500 shares are exercisable; an additional 22,500 shares will vest on each of November 27, 2002, 2003, and 2004.
- (10) 100% vested.
- (11) 33,750 shares are exercisable; an additional 33,750 shares will become exercisable on each of October 15, 2003, 2004, and 2005.
- (12) This option will become exercisable with respect to 25% of the shares on each of October 15, 2003, 2004, 2005, and 2006.

By: /s/ **Lori Cameron**
Attorney-in-Fact for James E. Dauwalter
 **Signature of Reporting Person

December 3, 2002
 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 is insufficient, See Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.