

Edgar Filing: STEWART S JAY - Form 5

7. Individual or Joint/Group Reporting (check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than one Reporting Person

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

 1. Title of Security (Instr. 3)

 2. Transaction Date (Month/Day/Year)

 3. Transaction Code (Instr. 8)

 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

----- Amount	----- (A) or (D)	----- Price
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 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year
 (Instr. 3 and 4)

 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

 7. Nature of Indirect Beneficial Ownership (Instr. 4)

 [TYPE ENTRIES HERE]

----- 1.	----- 2.	----- 3.	----- 4.		
----- Common Stock, par value \$1 per share	----- 04/24/01	----- A	----- 802	----- (A)	----- \$0

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 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. Conversion of Exercise Price of Derivative Security

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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)

(A) (D)

6. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Expiration Date

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

Title Amount or Number of Shares

8. Price of Derivative Security (Instr. 4)

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

10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

[TYPE ENTRIES HERE]

EXPLANATION OF RESPONSES:

/s/ S.Jay Stewart SIGNATURE OF REPORTING PERSON

2/12/02 DATE

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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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

Potential persons who are to respond to the collection of information
contained in this form are nor required to respond unless the form
displays a currently valid OMB number.

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