

Edgar Filing: PARFET WILLIAM U - Form 4

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)		
		Code	V	Amount	(A) or (D)	Price
Common Stock						
	11/21/01	G(2)	V	4,445	D	\$45.425
	11/21/01	G(2)	V	4,192	D	\$45.425
	11/21/01	G(2)	V	2,222	D	\$45.425
	11/21/01	G(2)	V	1,115	D	\$45.425
	11/23/01	P		10,000	A	\$45.83

* 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.

(Print or Type Responses)

(Over)

(Form 4-07/99)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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) ----- Code V	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 Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Option (right to buy)	\$46.40				3/31/00 5/3/09	Common Stock 3,570
Option (right to buy)	\$52.8125				6/23/00 6/22/10	Common Stock 6,600
Option (right to buy)	\$51.095	4/17/01	M V	6,600	4/17/01 4/16/11	Common Stock 6,600

Explanation of Responses:

- (1) Shares representing deferred directors' fees payable in stock which are held in trust with re shared voting power.
- (2) Gifts by trust of which Reporting Person is trustee. The Reporting Person disclaims benefici
- (3) Shares held in trust over which voting and/or disposition power is shared in Reporting Person Reporting Person disclaims any beneficial ownership in these reported shares and the filing o as an admission that the Reporting Person, for the purposes of Section 16 of the Securities E otherwise, is the beneficial owner of such securities.

/s/ Don Schmitz

12/10/01

**Signature of Reporting Person

Date

*Don Schmitz, attorney-in-fact for William U. Parfet

* Executed pursuant to a Power of Attorney

** 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.