4. Statement for Month/Year

- December, 1998
 5. If Amendment, Date of Original (Month/Year)
- Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
- 7. Individual or Joint/Group Filing (Check Applicable Line)(X) Form filed by One Reporting Person() Form filed by More than One Reporting Person

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security		Securities Acquired (A) or Disposed of (D) Amount D	Price	5.Amount of Securities Beneficially Owned at End of Month	6.Dir 7.Nature of Indirect ect Beneficial Ownership (D)or Indir ect(I)					

1.Title of Derivative	2.Con-	3.	4.	5	.Number of	De	6.Dat	e Exer	7.Title	e and	Amount	8.Price	9.Number	10.	11.Nature of
·	version	Trans	action	ιj	rivative S	ecu	cisab	le and	of Ur	nderly	ing	of Deri	of Deriva	Dir	Indirect
	or Exer				rities Acq					rities		vative	tive		Beneficial
	cise				red(A) or	Dis	Date(Month/				Secu	Securities	(D)	Ownership
	Price of				posed of(D)	Day/Y	ear)				rity	Benefi	or	
	Deriva-						Date	Expir					ficially	Ind	
	tive					A/	Exer-	ation	Tit]	le and	Number		Owned at	ire	
	Secu-					D	cisa-	Date	of 9	Shares			End of	ct	
	rity	Date	Code	٧	Amount		ble						Month	(I)	
Phantom Common Stock U	11 (2)	12/30	IA	11	.44.16	IA	ı	ı	l Common	Stock	144.16	ı	4,750.91	D	
nits (1)	/	1/98	i''	-		i	i	i		occo	1	i	., 	i i	
.100 (1) 												' 			
Director Stock Option	126.125	I	1	1		1	14/23/	14/22/	Common	Stock	I	I	2,000	D	
	i	i	i	i		i	98	08	i		i	i	i ,	i i	
	·		·			· 						· 			
(Right to buy)		I	1			1	1	I	I			1		1 1	
			· 												
	1		1	1		i		1	1			1	ı		

Explanation of Responses:

(1) Adjustments for stock splits or dividends made at time of payment.

(2) Represents awards of 19.66, 51.68, 46.51 and 26.31 Phantom Common Stock Units priced at \$25.4375,

\$24.1875, \$21.5000 and \$19.000

respectively.

SIGNATURE OF REPORTING PERSON

/s/ Norman A. Carlson BY: J. P. Rowan as Attorney-In-Fact DATE

1/4/99