- 5. If Amendment, Date of Original (Month/Year)
- Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other (specify below) Chief Executive Officer

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

- 7. Individual or Joint/Group Filing (Check Applicable Line)
   (X) Form filed by One Reporting Person
   ( ) Form filed by More than One Reporting Person

1. Title of Security	į į	3. ransact        te  Co	ion     	0	ecurities / r Disposed Amount			,	j Owned	ities icially	6.Di  ect  (D)o  Indi  ect(	r   r		direct wnership
Common Stock	11/  8	/3/9 M 		25,	900		A  :	3.750	0 			!		
Common Stock	11/  8	′3/9 S 		25,	 900		D  :	See Note	e 1  0 					
1.Title of Derivative Security	version  or Exer  cise  Price of  Deriva-  tive  Secu-	Trans             	       	n           	5.Number of rivative S rities Acc red(A) or posed of(I	Secu qui Dis D)	cisa  Expi  Date  Day/  Date  Exer	ble and ration (Month/ Year)  Expir - ation - Date	Securities           Title and	ying s d Number	of Deri  vative  Secu  rity 	9.Number  of Deriva  tive  Securities  Benefi  ficially  Owned at  End of  Month	Dir  ect	j   
Employee Stock Option (Right to buy)	22.625	   	   	     		   		/ 4/24/  06			l	20,000	D	   
Employee Stock Option (Right to buy)		11/3/  98	/ M 	: 	25,000	D 	11/6  94		Common Stoc	k  		25,000 	D 	   
Employee Stock Option (Right to Buy)	21.500 			 				/ 1/22/  07				20,000 	D 	   
Employee Stock Option (Right to buy)	25.0625 			 			1/23  98	/ 1/22/  08	   		   	30,000 	D 	   
	Ι	Ι		 		Ι		 	 	Ι	 	 		 

Explanation of Responses:

Note

1. Price: 7,900 shares at \$24.4233 and 17,100 shares at 23.9795

SIGNATURE OF REPORTING PERSON

/s/ George C. Zoley BY: J. P. Rowan as Attorney-In-Fact

DATE

12/1/98