

* If the Form is filed by more than one Reporting Person, see Instruction 5(b)(v)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

FORM 3 (continued)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date					
Stock Option	12/12/99	12/12/03	Common Stock	1,400	\$32.0000	D	
Stock Option	02/19/00	12/12/03	Common Stock	750	\$33.7500	D	
Stock Option	12/10/00	12/10/06	Common Stock	5,910	\$37.3750	D	
Stock Option	12/09/01	12/09/07	Common Stock	5,550	\$59.5000	D	
Stock Option	04/28/02	12/09/07	Common Stock	1,200	\$66.0000	D	
Stock Option	12/08/02	12/08/08	Common Stock	13,420	\$65.0000	D	

Explanation of Responses:

(1) Held by the trustee of the Company's 401(k) Plan, Boston Safe Deposit and Trust Company

/s/Ardyth R. Diercks 1/8/99

**Signature of Reporting Person 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 provided is insufficient. See Instruction 6 for procedure.

Alternatively, this form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b)(4) of Regulation S-T.

