



Edgar Filing: KAHN STEPHEN P - Form 5

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 6. Relationship of Reporting Person to Issuer  
 (Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 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  
 =====

	2.	3.	4.		
1. Title of Security (Instr. 3)	Transaction Date Month/Day/Year	Transaction Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount	or Price
			(A) or (D)		

Common Stock, par value \$0.01 per share	3/01/01	A	1,304(1)	A	3
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\* If the form is filed by more than one reporting person, see instruction 4(b) (v).

(Print or Type Responses)

(Over)  
SEC 2270 (7/96)

FORM 5 (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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion		7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
				(A)	(D)	Exer- cisable	Date	

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Explanation of Responses: (1) Reflects director fees paid in restricted shares

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which vest on March 1, 2002.

By: James Cuminale, Attorney-in-Fact

February 8, 2002

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Stephen R. Kahn

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Date

By: James W. Cuminale, Attorney-in-Fact

\*\* 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.