

Edgar Filing: KAHN STEPHEN P - Form 5

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

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

7. Individual or Joint/Group Reporting
(Check applicable line)

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

| | | | | | |
|--|---------|---|----------|---|---|
| Common Stock, par value \$0.01 per share | 3/01/01 | A | 1,304(1) | A | 3 |
|--|---------|---|----------|---|---|

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which vest on March 1, 2002.

By: James Cuminale, Attorney-in-Fact

February 8, 2002

Stephen R. Kahn

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.