





Edgar Filing: COSTELLO PATRICK J - Form 5

\* 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)

=====

Table with 10 columns: 1. Title of Derivative Security (Instr. 3), 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date (Month/Day/Year), 4. Transaction 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), 7. Title and Amount of Underlying Securities (Instr. 3 and 4), 8. Amount or Number of Shares.

Explanation of Responses: (1) Reflects director fees paid in restricted shares which vest on March 1, 2002.

Edgar Filing: COSTELLO PATRICK J - Form 5

/s/ James Cuminale, Attorney-in-Fact

February 8, 2002

-----  
Patrick J. Costello

-----  
Date

By: James 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.