

Edgar Filing: RAYE DAVID - Form 5

** Includes 3,373 shares acquired under the Issuer's Employee Stock Purchase Plan.

*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

FORM 5 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution if any (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. Date of Exercise
					(A) (D)	
Stock Option (right to buy)	\$0.165 per share					See 1
Stock Option (right to buy)	\$6.8516 per share					See 1
Stock Option (right to buy)	\$19.25 per share					See 1
Stock Option (right to buy)	\$30.50 per share					See 1
Stock Option (right to buy)	\$16.50 per share					See 1
Stock Option (right to buy)	\$5.063 per share					See 1
Stock Option (right to buy)	\$1.15 per share					See 1
Stock Option (right to buy)	\$8.89 per share					See 1

1. Title of Derivative Security (Instr. 3)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.
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Stock Option (right to buy)	20,500	D
Stock Option (right to buy)	19,750	D
Stock Option (right to buy)	18,750	D
Stock Option (right to buy)	10,000	D
Stock Option (right to buy)	2,500	D
Stock Option (right to buy)	10,000	D
Stock Option (right to buy)	13,747	D
Stock Option (right to buy)	9,375	D

Explanation of Responses:

1. Employee's employment was terminated on 11/8/2002 as part of a reduction in force. The \$1.15 p accelerated by 6,872 shares. All other unvested shares were cancelled on 11/8/2002. Expiration \$0.165 and \$1.15 grants were extended to 5/7/03. All other vested shares expire on 2/8/03.

/s/ DAVID

**Sign
Reporti
DAVID

**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.