



Security (Instr. 3)	Date (Month/ Day/ Year)	Code (Instr. 8)		(Instr. 3, 4 and 5)			Beneficially Owned at End of Month (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	direct Bene- ficial Owner- ship (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.001 par value	4/8/99	M	V	18,750	A	22.67	19,819	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If this form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (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. Conver- sion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)		5. Number of Deriv- ative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	
			Code	V	(A)	(D)
Options	22.67	4/8/99	M	V		18,750

TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
 (e.g., puts, calls, warrants, options, convertible securities)--CONTINUED

6. Date Exer- cisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of De- rivative Secu- rity: Direct (D) or Indi- rect (I) (Instr. 4)	11. Na- ture of In- direct Bene- ficial Owner- ship (Instr. 4)
Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares				
4/1/99	9/01/07	Common Stock	18,750	22.67	131,250	D	

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Explanation of Responses:

\*\*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.

Barry S. Cain	4/9/99
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**Signature of Reporting Person	Date