

6/14/96 P 7,257 A 6.606 50,255 I By
 Company's
 401(k)
 Plan

157,200 D

5,700 I By Wife

213,155

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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 Action	3. Trans-Action Code (Instr. 8)	4. Trans-Action Date (Mo./day/yr.)	5. Number of Derivative Securities Acquired (Instr. 3 & 4)	6. Date Exercisable & Expiration (Mo./day/yr.)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	9. Price	8. Derivative Securities Derivative Form of Ownership (Instr. 4)	10. Owned Directly or Beneficially (Instr. 4)	11. Nature of In-strument (Instr. 4)
Incentive Stock Option		7-1/8				9/11 Common			70,000	D
Non-Statutory Stock Option		7-1/8				9/11 Common			30,000	D

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Incentive Stock Option 7-1/8 * /02 Stock 70,000 ** 70,000 D

Non-Statutory Stock Option 7-1/8 * /02 Stock 30,000 ** 30,000 D

Explanation of Responses:

* 20% became first exercisable on 9/11/93 and an additional 20% on each succeeding annual date until fully exercisable

** Granted pursuant to 1992 Incentive and Non-Statutory Stock Option Plan

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ROBERT V. TARANTINO July 8, 1996

Robert V. Tarantino
 Signature of Reporting Person Date