

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

TABLE II--DERIVATIVE SECURITIES BENEFICIALLY OWNED
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options (16b-3 Plan)	(1)	12/13/04	Common Stock	20,833	\$ 0.90	D	
Options (16b-3 Plan)	(2)	4/24/07	Common Stock	53,583	\$ 18.75	D	
Options (16b-3 Plan)	(2)	4/24/07	Common Stock	83,333	\$ 18.75	D	
Options (16b-3 Plan)	(1)	4/24/07	Common Stock	58,333	\$ 18.75	D	
Options (16b-3 Plan)	(1)	2/27/08	Common Stock	150,000	\$ 32.1875	D	
Options (16b-3 Plan)	(1)	3/11/09	Common Stock	200,000	\$ 9 1/16	D	

Explanation of Responses:

- (1) Twenty-five percent of the options vest each year on the anniversary of the date of the grant.
(2) Thirty-three and one third of the options vest each year on the anniversary of the date of grant.

**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 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.

/s/ Stan M. Lindenfeld March 23, 1999

**Signature of Reporting Person Date