

Edgar Filing: ZARIN GERALD - Form 5

7. Individual or Joint/Group Reporting
(Check applicable line)

Form filed by One Reporting Person

Form filed by More Than One Reporting Person

TABLE 1 - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired Disposed of (D) (Instr. 3, 4 and 5) Amount (A) or (D)
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6. Ownership Form: Direct (D) Or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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FORM 5 (CONTINUED)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFITING FROM
 (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)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable Expiration Date (Month/Day/ Year)		
					(A)	(D)	Date Exercisable	Expi- Date
	Stock Option	\$0.790	6/12/01	A	75,000		7/16/01	6/
	Stock Option	\$0.790	6/12/01	A	25,000		8/15/01	6/
	Stock Option	\$0.790	6/12/01	A	25,000		12/18/01	6/
	Stock Option	\$0.790	6/12/01	A	25,000		12/31/01	6/
	Stock Option	\$0.790	6/12/01	A	50,000		*	6/

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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. Nature of Indirect Beneficial Ownership (Instr. 4)
		D	
		D	
		D	
		D	
	835,000**	D	

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Explanation of Responses: *Performance Based
**Includes performance based options not yet earned.

/s/ Gerald Zarin 2/12/02

Signature of Reporting Person (1) Date

(1) International 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 spaced provided is insufficient, see Instruction 6 for procedure. Page 2