



1. Title of Security Beneficial Ownership (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect (Instr. 5)
<S>	<C>	<C>	<C>
COMMON STOCK	2,500	I	BY TRUST (1)
COMMON STOCK	2,500	I	BY TRUST (2)
COMMON STOCK	7,500	I	BY TRUST (3)

</TABLE>

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

(Print or Type Responses)

(Over)  
SEC 1473 (8-92)

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FORM 3 (continued)

<TABLE>  
<CAPTION>

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security 6. Nature of Indirect Beneficial Ownership (Instr. 5) (I)	2. Date Exer- cisable 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 (Instr. 5)
	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares
<S> <C>	<C>	<C>	<C>	<C>
DIRECTOR STOCK OPTIONS (RIGHT TO BUY)	(4)	12/12/07	COMMON STOCK	10,000 \$38.75 D

Explanation of Responses:

- (1) These shares are held in trust for the benefit of the reporting person's son. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) These shares are held in trust for the benefit of the reporting person's daughter. The reporting person and his spouse are trustees of the trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) The reporting person is the beneficiary and one of two trustees of the trust.
- (4) The options vest on December 12, 1998.

</TABLE>

/s/ Martin D. Gruss

12/19/97

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
Date

\*\* 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.