

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 Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee stock option (right to buy NSO)	\$5.375	12/29/2005		M			18,208	5/29/1999	10/3/2007	Common stock	18,208	\$5.375	0.0	D	
Employee stock option (right to buy NSO)	\$4.875	12/29/2005		M			9,500	11/16/2000	11/16/2009	Common stock	9,500	\$4.875	0.0	D	
Employee stock option (right to buy ISO)	\$5.375	1/3/2006		M			3,024	5/29/1999	12/10/2006	Common stock	3,024	\$5.375	0.0	D	
Employee Stock option (right to buy ISO)	\$5.375	1/3/2006		M			5,012	5/29/1998	10/3/2007	Common stock	5,012	\$5.375	0.0	D	
Employee stock option (right to buy ISO)	\$4.594	1/3/2006		M			20,000	11/17/1998	11/17/2008	Common stock	20,000	\$4.594	0.0	D	

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 is insufficient,
see Instruction 6 for procedure.

Karen Gross
** Signature of Reporting Person

1/3/2006
Date

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.