

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

Snap-On Incorporated

(Name of Issuer)

Common Stock, \$1 par value

(Title of Class of Securities)

83303410

(CUSIP Number)

Neal K. Stearns, Esq.
First Manhattan Co.
437 Madison Avenue
New York, New York 10022

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

December 24, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. ☐

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP NO. 83303410

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

First Manhattan Co. 13-1957714

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) ☐
(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS*

PF, OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER
	210,400
	8. SHARED VOTING POWER
	3,934,191
	9. SOLE DISPOSITIVE POWER
	210,400
	10. SHARED DISPOSITIVE POWER
	4,249,005

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,459,405

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.9%

14. TYPE OF REPORTING PERSON*

BD, IA, PN

(1) See Item 5.

First Manhattan Co. ("FMC") hereby amends and supplements its statement on Schedule 13D with respect to the common stock, \$1 par value (the "Common Stock"), of Snap-On Incorporated, a Delaware corporation (the "Issuer"). Except as amended and supplemented hereby, the information in the original Schedule 13D, as amended by Amendment Number 1, remains in full force and effect.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

As of December 24, 2001, FMC beneficially owned an aggregate of 4,459,405 shares of Common Stock of the Issuer, or 6.9% of the 64,344,037 shares of Common Stock of the Issuer that were outstanding as of October 27, 2001. Such 4,459,405 shares beneficially owned by FMC include 383,750 shares owned by general partners of FMC, as to which FMC had sole voting power and sole dispositive power with respect to 148,900 shares, shared voting power with respect to 74,550 shares and shared dispositive power with respect to 234,850 shares, and 4,075,655 shares owned by customers of FMC for whom FMC was authorized to vote or to exercise investment discretion, as to which FMC had sole voting power and sole dispositive power with respect to 61,500 shares, shared voting power with respect to 3,859,641 shares and shared dispositive power with respect to 4,014,155 shares. The general partners and customers of

FMC that owned such shares had shared voting power and shared dispositive power with respect to the shares owned by them and the sole right to receive dividends and the proceeds of sale of such shares. None of such general partners or customers had shared voting power or shared dispositive power with respect to 5% or more of the outstanding shares of the class.

The number of shares of Common Stock outstanding as of October 27, 2001 includes 57,900,940 shares which the Issuer reported as outstanding as of that date on the cover page of its Form 10-Q report for the quarterly period ended September 29, 2001 and 6,443,097 shares which were owned by a Grantor Stock Trust at December 31, 2000, according to a statement on Schedule 13G filed by the Trust on March 22, 2001. Although the Issuer did not include such 6,443,097 shares as outstanding for purposes of the cover page of the Form 10-Q report, the Issuer claims that such shares are entitled to be voted at stockholders' meetings and may be sold by the Trustee of the Grantor Stock Trust under certain circumstances, and accordingly FMC believes that such shares should be considered outstanding for purposes of calculating the percentage of the class of securities with respect to which FMC has voting power or dispositive power.

Set forth on Schedule I hereto are transactions effected by FMC during the sixty days preceding the filing of this statement in Common Stock of the Issuer with respect to which FMC may be deemed to be or to have been a beneficial owner for purposes of Section 13(d) of the Securities Exchange Act of 1934. All of such transactions were for the accounts of customers of FMC.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 2, 2002

/s/ Neal K. Stearns

Neal K. Stearns, Esq.
General Partner
First Manhattan Co.

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Schedule I

Date of Transaction	Purchase or Sale	Number of Shares	Price per share
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10/24/2001	Sale	134	\$26.28
10/24/2001	Sale	200	\$26.28
10/24/2001	Sale	333	\$26.28
10/24/2001	Sale	333	\$26.28
10/31/2001	Sale	400	\$26.71
10/31/2001	Sale	200	\$26.73
10/31/2001	Sale	400	\$26.73
10/31/2001	Sale	400	\$26.75
10/31/2001	Sale	500	\$26.75
10/31/2001	Sale	500	\$26.75
10/31/2001	Sale	500	\$26.75
10/31/2001	Sale	600	\$26.77
10/31/2001	Sale	600	\$26.77
10/31/2001	Sale	1000	\$26.85

10/31/2001	Sale	5500	\$26.85
11/01/2001	Sale	400	\$26.44
11/01/2001	Sale	200	\$26.67
11/01/2001	Sale	600	\$26.72
11/01/2001	Sale	700	\$26.73
11/01/2001	Sale	300	\$26.75
11/01/2001	Sale	700	\$26.75
11/01/2001	Sale	1500	\$26.78
11/01/2001	Sale	1500	\$26.79
11/01/2001	Sale	1500	\$26.79

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
11/01/2001	Sale	1700	\$26.79
11/01/2001	Sale	2000	\$26.81
11/01/2001	Sale	2000	\$26.81
11/01/2001	Sale	2500	\$26.83
11/01/2001	Sale	4000	\$26.84
11/01/2001	Sale	8000	\$26.85
11/01/2001	Sale	700	\$26.96
11/01/2001	Sale	1000	\$26.96
11/01/2001	Sale	1000	\$26.96
11/01/2001	Sale	800	\$26.97
11/01/2001	Sale	1200	\$26.97
11/01/2001	Sale	1500	\$26.97
11/01/2001	Sale	2000	\$26.97
11/01/2001	Sale	2500	\$26.97
11/01/2001	Sale	4000	\$26.97
11/01/2001	Sale	1500	\$26.98
11/01/2001	Sale	3500	\$26.98
11/02/2001	Sale	1000	\$26.98
11/02/2001	Sale	500	\$27.03
11/02/2001	Sale	2000	\$27.10
11/02/2001	Sale	4	\$27.12
11/02/2001	Sale	84	\$27.12
11/02/2001	Sale	167	\$27.12
11/02/2001	Sale	217	\$27.14
11/02/2001	Sale	1	\$27.14
11/02/2001	Sale	108	\$27.14

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
11/02/2001	Sale	108	\$27.14
11/02/2001	Sale	216	\$27.14
11/02/2001	Sale	350	\$27.14
11/02/2001	Sale	300	\$27.17
11/02/2001	Sale	5000	\$27.17
11/02/2001	Sale	400	\$27.18
11/02/2001	Sale	500	\$27.18
11/02/2001	Sale	500	\$27.18
11/02/2001	Sale	500	\$27.18
11/02/2001	Sale	500	\$27.18
11/02/2001	Sale	750	\$27.18
11/02/2001	Sale	33	\$27.19
11/02/2001	Sale	300	\$27.19
11/02/2001	Sale	300	\$27.19
11/02/2001	Sale	400	\$27.19
11/02/2001	Sale	400	\$27.19

11/02/2001	Sale	667	\$27.19
11/02/2001	Sale	700	\$27.19
11/02/2001	Sale	700	\$27.19
11/02/2001	Sale	700	\$27.19
11/02/2001	Sale	200	\$27.20
11/02/2001	Sale	600	\$27.20
11/02/2001	Sale	800	\$27.20
11/02/2001	Sale	800	\$27.20
11/02/2001	Sale	200	\$27.21

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
11/02/2001	Sale	200	\$27.21
11/02/2001	Sale	500	\$27.21
11/02/2001	Sale	500	\$27.21
11/02/2001	Sale	800	\$27.21
11/02/2001	Sale	800	\$27.21
11/02/2001	Sale	1000	\$27.21
11/02/2001	Sale	1000	\$27.21
11/02/2001	Sale	1000	\$27.21
11/02/2001	Sale	1000	\$27.21
11/02/2001	Sale	400	\$27.22
11/02/2001	Sale	750	\$27.22
11/02/2001	Sale	1000	\$27.22
11/02/2001	Sale	1000	\$27.22
11/02/2001	Sale	1200	\$27.23
11/02/2001	Sale	500	\$27.25
11/02/2001	Sale	500	\$27.25
11/02/2001	Sale	500	\$27.25
11/02/2001	Sale	1500	\$27.25
11/02/2001	Sale	1500	\$27.25
11/02/2001	Sale	1500	\$27.25
11/02/2001	Sale	200	\$27.27
11/02/2001	Sale	300	\$27.27
11/02/2001	Sale	500	\$27.27
11/02/2001	Sale	800	\$27.27
11/02/2001	Sale	1000	\$27.27
11/02/2001	Sale	1200	\$27.27

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
11/02/2001	Sale	500	\$27.28
11/02/2001	Sale	1000	\$27.28
11/02/2001	Sale	1500	\$27.28
11/02/2001	Sale	2000	\$27.28
11/02/2001	Sale	2000	\$27.28
11/02/2001	Sale	2500	\$27.29
11/02/2001	Sale	3000	\$27.29
11/02/2001	Sale	5000	\$27.35
11/02/2001	Sale	20000	\$27.35
11/02/2001	Purchase	2500	\$27.36
11/02/2001	Sale	1200	\$27.38
11/02/2001	Sale	500	\$27.41
11/02/2001	Sale	500	\$27.41
11/02/2001	Sale	1200	\$27.42
11/02/2001	Sale	800	\$27.43
11/02/2001	Sale	800	\$27.43
11/02/2001	Sale	1000	\$27.43
11/02/2001	Sale	1000	\$27.43
11/02/2001	Sale	1000	\$27.43

11/02/2001	Sale	1500	\$27.43
11/02/2001	Sale	2500	\$27.44
11/05/2001	Sale	600	\$27.54
11/05/2001	Sale	400	\$27.79
11/05/2001	Sale	300	\$27.82
11/05/2001	Sale	800	\$27.82
11/05/2001	Sale	400	\$27.86

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
11/05/2001	Sale	400	\$27.86
11/05/2001	Sale	500	\$27.86
11/05/2001	Sale	200	\$27.89
11/05/2001	Sale	300	\$27.89
11/05/2001	Sale	300	\$27.89
11/05/2001	Sale	300	\$27.89
11/05/2001	Sale	1000	\$27.89
11/05/2001	Sale	1700	\$27.89
11/05/2001	Sale	1000	\$27.91
11/05/2001	Sale	2000	\$27.91
11/05/2001	Sale	500	\$27.92
11/05/2001	Sale	1000	\$27.92
11/05/2001	Sale	2000	\$27.92
11/05/2001	Sale	500	\$27.94
11/05/2001	Sale	1000	\$27.94
11/05/2001	Sale	1000	\$27.94
11/05/2001	Sale	1000	\$27.94
11/05/2001	Sale	5000	\$27.94
11/05/2001	Sale	100	\$28.04
11/05/2001	Sale	500	\$28.04
11/05/2001	Sale	200	\$28.05
11/05/2001	Sale	200	\$28.05
11/05/2001	Sale	400	\$28.05
11/05/2001	Sale	400	\$28.05
11/05/2001	Sale	500	\$28.06
11/05/2001	Sale	500	\$28.06
11/05/2001	Sale	1000	\$28.06

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
11/05/2001	Sale	1500	\$28.06
11/05/2001	Sale	5500	\$28.06
11/06/2001	Sale	100	\$27.89
11/06/2001	Sale	150	\$27.89
11/06/2001	Sale	34	\$27.90
11/06/2001	Sale	166	\$27.90
11/06/2001	Sale	200	\$27.90
11/06/2001	Sale	200	\$27.90
11/06/2001	Sale	250	\$27.91
11/06/2001	Sale	167	\$27.95
11/06/2001	Sale	167	\$27.95
11/06/2001	Sale	200	\$27.95
11/06/2001	Sale	300	\$27.95
11/06/2001	Sale	333	\$27.95
11/06/2001	Sale	333	\$27.95
11/06/2001	Sale	500	\$27.95
11/06/2001	Sale	500	\$27.95
11/06/2001	Sale	600	\$27.96
11/06/2001	Sale	200	\$27.97
11/06/2001	Sale	200	\$27.97

11/06/2001	Sale	300	\$27.97
11/06/2001	Sale	600	\$27.97
11/06/2001	Sale	600	\$27.97
11/06/2001	Sale	1000	\$27.99
11/06/2001	Sale	200	\$28.01
11/06/2001	Sale	1000	\$28.01

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
11/06/2001	Sale	500	\$28.05
11/06/2001	Sale	1500	\$28.05
11/06/2001	Sale	2000	\$28.05
11/06/2001	Sale	400	\$28.06
11/06/2001	Sale	2000	\$28.06
11/06/2001	Sale	2000	\$28.06
11/06/2001	Sale	300	\$28.07
11/06/2001	Sale	300	\$28.07
11/06/2001	Sale	500	\$28.07
11/06/2001	Sale	500	\$28.07
11/06/2001	Sale	1000	\$28.07
11/06/2001	Sale	1000	\$28.07
11/06/2001	Sale	1000	\$28.07
11/06/2001	Sale	1400	\$28.07
11/06/2001	Sale	1500	\$28.07
11/06/2001	Sale	1500	\$28.07
11/06/2001	Sale	3000	\$28.08
11/06/2001	Sale	5000	\$28.09
11/06/2001	Sale	5500	\$28.09
11/06/2001	Sale	3000	\$28.12
11/06/2001	Sale	3500	\$28.12
11/06/2001	Sale	4000	\$28.12
11/06/2001	Sale	4500	\$28.12
11/06/2001	Sale	200	\$28.20
11/06/2001	Sale	200	\$28.20
11/06/2001	Sale	600	\$28.20

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
11/06/2001	Sale	200	\$28.21
11/06/2001	Sale	800	\$28.21
11/06/2001	Sale	300	\$28.22
11/06/2001	Sale	400	\$28.22
11/06/2001	Sale	400	\$28.22
11/06/2001	Sale	500	\$28.22
11/06/2001	Sale	700	\$28.22
11/06/2001	Sale	1000	\$28.22
11/06/2001	Sale	1500	\$28.22
11/06/2001	Sale	1500	\$28.22
11/06/2001	Sale	1500	\$28.22
11/06/2001	Sale	1500	\$28.22
11/06/2001	Sale	3000	\$28.22
11/06/2001	Sale	4000	\$28.22
11/06/2001	Sale	7500	\$28.22
11/07/2001	Sale	150	\$28.34
11/07/2001	Sale	300	\$28.39
11/07/2001	Sale	200	\$28.40
11/07/2001	Sale	200	\$28.40
11/07/2001	Sale	500	\$28.41
11/07/2001	Sale	500	\$28.46

11/07/2001	Sale	700	\$28.46
11/07/2001	Sale	400	\$28.50
11/07/2001	Sale	1400	\$28.50
11/07/2001	Sale	300	\$28.52
11/07/2001	Sale	800	\$28.52

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
11/07/2001	Sale	1400	\$28.52
11/07/2001	Sale	2000	\$28.54
11/07/2001	Sale	4000	\$28.54
11/07/2001	Sale	2500	\$28.56
11/07/2001	Sale	10000	\$28.56
11/08/2001	Sale	450	\$28.43
11/19/2001	Sale	200	\$30.01
11/19/2001	Sale	600	\$30.28
11/19/2001	Sale	1000	\$30.28
11/20/2001	Sale	100	\$29.93
11/20/2001	Sale	1000	\$30.11
11/20/2001	Sale	800	\$30.34
11/20/2001	Sale	1000	\$30.35
11/20/2001	Sale	1000	\$30.35
11/20/2001	Sale	2000	\$30.41
11/20/2001	Sale	1200	\$30.43
11/20/2001	Sale	1200	\$30.43
11/20/2001	Sale	3000	\$30.44
11/20/2001	Sale	5000	\$30.45
11/20/2001	Sale	300	\$30.54
11/23/2001	Sale	750	\$30.54
11/23/2001	Sale	1250	\$30.64
11/23/2001	Sale	1200	\$30.65
11/23/2001	Sale	500	\$30.71
11/23/2001	Sale	550	\$30.71
11/23/2001	Sale	650	\$30.71

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
11/23/2001	Sale	3000	\$30.77
11/23/2001	Sale	400	\$30.78
11/23/2001	Sale	3000	\$30.78
11/23/2001	Sale	150	\$30.79
11/23/2001	Sale	1000	\$30.79
11/23/2001	Sale	2850	\$30.79
11/23/2001	Sale	600	\$30.80
11/23/2001	Sale	700	\$30.80
11/23/2001	Sale	700	\$30.80
11/23/2001	Sale	2700	\$30.80
11/26/2001	Sale	400	\$30.23
11/26/2001	Sale	400	\$30.23
11/27/2001	Sale	200	\$30.66
11/28/2001	Sale	200	\$30.53
11/28/2001	Sale	200	\$31.05
11/30/2001	Sale	2550	\$30.90
11/30/2001	Sale	100	\$30.95
11/30/2001	Sale	300	\$30.95
11/30/2001	Sale	200	\$30.96
11/30/2001	Sale	400	\$30.96
11/30/2001	Sale	900	\$30.99
11/30/2001	Sale	200	\$31.00

11/30/2001	Sale	200	\$31.00
11/30/2001	Sale	600	\$31.00
11/30/2001	Sale	1100	\$31.01
11/30/2001	Sale	1600	\$31.05

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
11/30/2001	Sale	200	\$31.06
11/30/2001	Sale	300	\$31.06
11/30/2001	Sale	300	\$31.06
11/30/2001	Sale	300	\$31.06
11/30/2001	Sale	400	\$31.06
11/30/2001	Sale	400	\$31.06
11/30/2001	Sale	600	\$31.06
11/30/2001	Sale	800	\$31.06
11/30/2001	Sale	800	\$31.06
11/30/2001	Sale	1500	\$31.06
11/30/2001	Sale	300	\$31.07
11/30/2001	Sale	300	\$31.07
11/30/2001	Sale	400	\$31.07
11/30/2001	Sale	400	\$31.07
11/30/2001	Sale	450	\$31.07
11/30/2001	Sale	600	\$31.07
11/30/2001	Sale	750	\$31.07
11/30/2001	Sale	1050	\$31.07
11/30/2001	Sale	1100	\$31.07
11/30/2001	Sale	1550	\$31.07
11/30/2001	Sale	1550	\$31.07
11/30/2001	Sale	2000	\$31.07
11/30/2001	Sale	400	\$31.08
11/30/2001	Sale	400	\$31.08
11/30/2001	Sale	450	\$31.08
11/30/2001	Sale	500	\$31.08

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
11/30/2001	Sale	500	\$31.08
11/30/2001	Sale	2100	\$31.08
11/30/2001	Sale	300	\$31.09
11/30/2001	Sale	3000	\$31.09
11/30/2001	Sale	2000	\$31.21
11/30/2001	Sale	2000	\$31.21
11/30/2001	Sale	600	\$31.22
11/30/2001	Sale	1050	\$31.23
11/30/2001	Sale	350	\$31.24
11/30/2001	Sale	400	\$31.24
11/30/2001	Sale	500	\$31.24
11/30/2001	Sale	2250	\$31.24
11/30/2001	Sale	3000	\$31.24
11/30/2001	Sale	6000	\$31.25
12/04/2001	Sale	300	\$30.89
12/04/2001	Sale	200	\$30.95
12/04/2001	Sale	300	\$30.95
12/04/2001	Sale	500	\$30.95
12/04/2001	Sale	500	\$30.95
12/04/2001	Sale	150	\$31.05
12/04/2001	Sale	300	\$31.05
12/04/2001	Sale	300	\$31.21
12/04/2001	Sale	300	\$31.21

12/04/2001	Sale	400	\$31.22
12/04/2001	Sale	500	\$31.23
12/04/2001	Sale	600	\$31.24
12/04/2001	Sale	750	\$31.24

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
12/04/2001	Sale	700	\$31.25
12/04/2001	Sale	200	\$31.27
12/04/2001	Sale	700	\$31.27
12/04/2001	Sale	1000	\$31.28
12/04/2001	Sale	300	\$31.30
12/04/2001	Sale	1050	\$31.30
12/04/2001	Sale	1200	\$31.31
12/04/2001	Sale	1400	\$31.31
12/04/2001	Sale	200	\$31.32
12/04/2001	Sale	1400	\$31.32
12/04/2001	Sale	1500	\$31.32
12/04/2001	Sale	400	\$31.34
12/04/2001	Sale	400	\$31.34
12/04/2001	Sale	400	\$31.34
12/04/2001	Sale	1800	\$31.34
12/04/2001	Sale	1800	\$31.34
12/04/2001	Sale	1800	\$31.34
12/04/2001	Sale	2000	\$31.34
12/04/2001	Sale	3000	\$31.36
12/04/2001	Sale	3300	\$31.36
12/04/2001	Sale	4950	\$31.37
12/04/2001	Sale	6300	\$31.38
12/04/2001	Sale	150	\$31.46
12/04/2001	Sale	200	\$31.46
12/04/2001	Sale	500	\$31.46
12/04/2001	Sale	700	\$31.46

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
12/04/2001	Sale	900	\$31.46
12/04/2001	Sale	1700	\$31.46
12/04/2001	Sale	2350	\$31.46
12/04/2001	Sale	2700	\$31.46
12/04/2001	Sale	5600	\$31.46
12/04/2001	Sale	1300	\$31.51
12/04/2001	Sale	1500	\$31.51
12/04/2001	Sale	1000	\$31.52
12/04/2001	Sale	2000	\$31.52
12/05/2001	Sale	2000	\$32.16
12/05/2001	Sale	5250	\$32.16
12/05/2001	Sale	1255	\$32.25
12/05/2001	Sale	1900	\$32.25
12/05/2001	Sale	2200	\$32.25
12/05/2001	Sale	2500	\$32.25
12/05/2001	Sale	2600	\$32.25
12/05/2001	Sale	3000	\$32.25
12/05/2001	Sale	6800	\$32.25
12/05/2001	Sale	7100	\$32.25
12/05/2001	Sale	9400	\$32.25
12/05/2001	Sale	300	\$32.46
12/05/2001	Sale	300	\$32.46
12/05/2001	Sale	300	\$32.48
12/05/2001	Sale	1700	\$32.48

12/05/2001	Sale	2000	\$32.48
12/05/2001	Sale	250	\$32.52

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
12/05/2001	Sale	450	\$32.52
12/05/2001	Sale	600	\$32.52
12/05/2001	Sale	1000	\$32.52
12/05/2001	Sale	2700	\$32.52
12/05/2001	Sale	3100	\$32.52
12/05/2001	Sale	700	\$32.53
12/05/2001	Sale	800	\$32.53
12/05/2001	Sale	3600	\$32.53
12/05/2001	Sale	600	\$32.54
12/05/2001	Sale	1050	\$32.54
12/05/2001	Sale	3500	\$32.54
12/05/2001	Sale	4850	\$32.54
12/05/2001	Sale	5000	\$32.59
12/05/2001	Sale	7000	\$32.59
12/05/2001	Sale	14200	\$32.59
12/05/2001	Sale	23800	\$32.59
12/05/2001	Sale	800	\$32.61
12/05/2001	Sale	1950	\$32.61
12/05/2001	Sale	2250	\$32.61
12/05/2001	Sale	3100	\$32.61
12/05/2001	Sale	6500	\$32.61
12/06/2001	Sale	3650	\$33.03
12/06/2001	Sale	10000	\$33.03
12/06/2001	Sale	16350	\$33.03
12/06/2001	Sale	10000	\$33.14
12/20/2001	Sale	200	\$33.07

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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
12/20/2001	Sale	1000	\$33.07
12/20/2001	Sale	500	\$33.18
12/20/2001	Sale	2000	\$33.18
12/20/2001	Sale	300	\$33.21
12/20/2001	Sale	300	\$33.28
12/20/2001	Sale	600	\$33.28
12/20/2001	Sale	1000	\$33.29
12/20/2001	Sale	1000	\$33.30
12/20/2001	Sale	300	\$33.36
12/20/2001	Sale	600	\$33.36
12/20/2001	Sale	750	\$33.36
12/20/2001	Sale	750	\$33.36
12/20/2001	Sale	350	\$33.37
12/20/2001	Sale	2150	\$33.37
12/20/2001	Sale	300	\$33.38
12/20/2001	Sale	2900	\$33.38
12/20/2001	Sale	10400	\$33.41
12/20/2001	Sale	300	\$33.43
12/20/2001	Sale	3000	\$33.43
12/20/2001	Sale	7600	\$33.43
12/20/2001	Sale	10700	\$33.43
12/20/2001	Sale	15000	\$33.43
12/20/2001	Sale	10000	\$33.44
12/20/2001	Sale	14900	\$33.44
12/20/2001	Sale	1400	\$33.48

12/20/2001	Sale	1500	\$33.48
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Date of Transaction	Purchase or Sale	Number of Shares	Price per share
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12/20/2001	Sale	1800	\$33.48
12/20/2001	Sale	1500	\$33.48
12/24/2001	Sale	1500	\$33.93
12/24/2001	Sale	16000	\$33.98

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