U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

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Secur-

of

| Derivative Security (Instr. 3) | Deriv- ative Security | (Month/ Day/ Year) | 8) Code | | nd 5) (D) | Exer- cis- able | Expir- ation Date | Title | or Num- ber of Shares | ity (Instr. 5) | End of Month (Instr. 4) | (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|--------------------------------------|-----------------------------|--------------------------|----------------|------|------------------|-----------------------|-------------------------|-------|-----------------------------|----------------------|-------------------------------|----------------------|---------------------------------------|
| Option to Purchase | \$4.50 | 05/04/99 | М | | 12,500 | 1/16/97 | 1/16/01 | NA | 12,500 | D | 77,500 | D | N/A |

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| /s/ ANDREW BECHER | 6/04/99 |
|----------------------------------|---------|
| ** 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.