

Common Stock, par value 11/14/02 P 72,600 A \$1.7917 1,541,052 I
 (1)
 \$0.001 per share

(Over)

</TABLE>

FORM 4 (continued)

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

<TABLE>
 <CAPTION>

1. Amount Title of or Derivative Number Security of (Instr. 3) Title Shares	2. Conver- sion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/Year)	3A. Deemed Execution Date, if any (Month/ Day/Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date
<S> <C>	<C>	<C>	<C>	<C> <C>	<C> <C>	<C> <C>

[TABLE CONTINUED BELOW]

</TABLE>

[CONTINUATION OF TABLE FROM ABOVE]

<TABLE>
 <CAPTION>

8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Follow- ing Reported Transaction(s) (Instr. 4)	10. Ownership Form of Security Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<C>	<C>	<C>	<C>

Explanation of Responses:

(1) The securities to which this report relates are held by S.A.C. Capital Associates, LLC ("Associates") and S.A.C. Healthco Fund, LLC ("Healthco"), limited liability companies of which the Reporting Person is an investment manager. Pursuant to investment agreements, the Reporting Person shares all investment and voting power with respect to the securities held by Associates and

Healthco. In accordance with Instruction 4(b)(iv) the entire amount of the Issuer's securities held by Associates and Healthco is reported herein. The transaction reported on herein was consummated by Associates. The Reporting Person disclaims any beneficial ownership of any of the Issuer's securities to which this report relates for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except to the extent of its indirect pecuniary interest therein, 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 purposes.

</TABLE>

/s/ Peter Nussbaum

November 18, 2002

**Signature of Reporting Person

Date

Peter Nussbaum
Authorized Person

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

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** 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.