## FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## **UNITED STATES 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(h) of the Investment Company Act of 1940 OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . . . 0.5

			<u> </u>	
Name and Address of Reporting Per Johnson, Richard James	rson*	Issuer Name and Ticker or Trading Symbol	Statement for Month/Day/Year	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First)  1401 Dove Street			09/19/2002	_ Director _ 10% Owner X Officer (give title below) _ Other (specify below)
(Street) Newport Beach, CA 92660		3. I.R.S. Identification Number of Reporting Person, if an entity	5. If Amendment, Date of Original	Description
(City) (State)	(Zip)	(voluntary)	(Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)
				X Form filed by One Reporting Person Form filed by More than One Reporting Person

	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (Instr. 3, 4, and 5)	(A) or Disposed Of (D	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Owner-ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
			Code	V	Amount	A/D	Price	(Instr. 3 and 4)	(I) (Instr. 4)					
Common stock	09/19/02		Р		2,359 (1)	Α	\$	25,286	I	401K				
Common stock							\$	150	I	IRA				
Common stock							\$	105	I	by Son				
Common stock	09/19/02		х		33,333	A	\$7.68	151,177	I	by Trust				
							\$							
							\$							
							\$							
							\$							

	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(DE) and Expiration Date(ED) (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. Owner- ship Form of Deriv- ative Securities: Direct (D) or	11. Nature of Indirect Beneficial Ownership (Instr.4)
				Code	V	А	D	DE	ED	Title	Amount or Number of Shares			Indirect (I) (Instr.4)	
Incentive Stock Option (right to buy)	\$10.95	07/30/2002		A	v	27,396		07/30/03	07/30/06	Common Stock	27,396	\$	27,396	D	
Non- Qualified Stock Option (right to buy)	\$4.18							03/27/01	03/27/11	Common Stock	140,000	\$	140,000	D	
Non- Qualified Stock Option (right to buy)	\$7.68	09/19/2002		x			33,333	07/27/02	07/27/05	Common Stock	33,333	\$	66,667	D	
Non- Qualified Stock Option (right to buy)	\$10.95	07/30/2002		А	v	72,604		07/30/03	07/30/06	Common Stock	72,604	\$	72,604	D	
	\$											\$			
	\$											\$			

	\$					\$		
	\$					\$		

**Explanation of Responses:** 

(1) These shares were acquired through contributions or reinvestment of dividends in the 401K Plan

/s/ Richard J. Johnson
\*\* Signature of Reporting Person

09/23/02 Date

SEC 1474 (8-02)

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 is insufficient, see Instruction 6 for procedure.

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.