

OMB Number: 3235-014
Expires: September 30, 1998
Estimated average burden
hours per response 0.5

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

Form with 7 numbered sections: 1. Name and Address of Reporting Person*, 2. Date of Event Requiring Statement, 3. IRS or Social Security Number, 4. Issuer Name AND Ticker or Trading Symbol, 5. Relationship of Reporting Person(s) to Issuer, 6. If Amendment, Date of Original, 7. Individual or Joint/Group.

TABLE 1 -- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

Table with 4 columns: 1. Title of Security (Instr. 4), 2. Amount of Securities Beneficially Owned (Instr. 4), 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5), 4. Nature of Indirect Beneficial Ownership (Instr. 5)

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 5(b)(v).

(Over)
SEC 1473 (7/96)

FORM 3 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (right to buy)	(1)	12/9/2006	Common Stock	30,000	\$2.82	D
Employee Stock Option (right to buy)	(2)	6/23/2007	Common Stock	15,000	\$2.82	D
Employee Stock Option (right to buy)	(3)	7/21/2007	Common Stock	15,000	\$2.82	D
Employee Stock Option (right to buy)	(4)	6/15/2008	Common Stock	8,000	\$2.82	D
Employee Stock Option (right to buy)	(5)	10/19/2008	Common Stock	8,000	\$2.44	D
Employee Stock Option (right to buy)	(6)	2/16/2009	Common Stock	5,000	\$4.75	D
Employee Stock Option (right to buy)	(7)	2/16/2009	Common Stock	3,000	\$4.75	D
Employee Stock Option (right to buy)	(7)	2/16/2009	Common Stock	2,000	\$4.75	D
Employee Stock Option (right to buy)	(8)	4/9/2009	Common Stock	7,000	\$4.50	D
Employee Stock Option (right to buy)	(9)	5/17/2009	Common Stock	30,000	\$4.34	D

Explanation of Responses:

- (1) 1/4th of the shares vest one year after December 2, 1996, and 1/36th of the remaining shares vest on the last day of each full month thereafter. The option is not exercisable before September 2, 1999.
- (2) 1/48th of the shares vest on the last day of each full month after June 23, 1997 until all of the shares have vested. The option is not exercisable before September 2, 1999.
- (3) 1/48th of the shares vest on the last day of each full month after July 21, 1997 until all of the shares have vested. The option is not exercisable before September 2, 1999.
- (4) 1/48th of the shares vest on the last day of each full month after June 15, 1998 until all of the shares have vested. The option is not exercisable before September 2, 1999.
- (5) 1/48th of the shares vest on the last day of each full month after October 19, 1998 until all of the shares have vested.
- (6) 1/48th of the shares vest on the last day of each full month after February 16, 1999 until all of the shares have vested.
- (7) 1/48th of the shares vest on the last day of each full month after February 16, 1999 until all of the Shares have vested. However, if certain milestones are met, the shares shall vest at a rate of 1/12th per month after February 16, 1999 until all of the shares have vested.
- (8) 1/4th of the shares vest six months after April 9, 1999, and 1/18th of the remaining shares vest on the last day of each full month thereafter.
- (9) 1/48th of the shares vest on the last day of each full month after May 17, 1999 until all of the shares have vested.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

/s/ Ted Beck

**Signature of Reporting Person

May 26, 1999

Date

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.