The following table summarizes information about stock options under this plan at December 31, 2001:

	Outstanding Options			Exercisable Options	
Range of Exercise Prices	Number of Options	Weighted Average Remaining Contractual Life in Years	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
$19.63-28.13	7,526,087	7.7	$24.60	2,617,753	$25.40
29.06-38.44	3,094,246	4.4	34.49	3,094,246	34.49
40.08-52.56	4,320,620	7.0	47.05	3,085,939	47.22
	14,940,953	6.8	$33.14	8,797,938	$36.25

In April 2001, shareholders authorized an additional 5,000,000 shares under this plan. At December 31, 2001, 4,196,461 shares were available for future grants.

In accordance with our accounting policy for stock-based compensation, we have not recognized any expense relating to these stock options. If we had used the fair value method of accounting, the alternative policy set out in SFAS No. 123, "Accounting for Stock-Based Compensation," the after-tax expense relating to the stock options would have been $11 in 1999, $14 in 2000 and $16 in 2001. If we had charged this expense to income, our net income (loss) and earnings per share would have been as follows:

	1999	2000	**2001**
Net Income (Loss)	$502	$320	**$(314)**
Basic EPS	3.03	2.10	**(2.12)**
Diluted EPS	3.01	2.09	**(2.12)**

The fair value of each option grant was estimated on the date of grant using the Black-Scholes model with the following assumptions:

	1999	2000	**2001**
Risk-free interest rate	5.82%	6.16%	**4.63%**
Dividend yield	2.73%	5.38%	**4.95%**
Expected life	5.4 years	5.4 years	**5.4 years**
Stock price volatility	38.60%	40.72%	**44.67%**

Based on the above assumptions, the weighted average fair value per share of options granted under the plans was $15.79 in 1999, $6.51 in 2000 and $7.49 in 2001.

Under our Directors' Stock Option Plan, options for 3,000 common shares are automatically granted to each non-employee director once a year. The option price is the market value of the stock at the date of grant. The options can be exercised after one year and expire ten years from the date of grant, except in the event of retirement or death of the director.

This is a summary of the stock option activity of the Directors' plan in the last three years:

	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 1998	120,000	$35.12
Granted - 1999	21,000	50.25
Exercised - 1999	(3,000)	24.25
Outstanding at December 31, 1999	138,000	$37.66
Granted - 2000	21,000	28.78
Outstanding at December 31, 2000	159,000	$36.49
Granted - 2001	24,000	17.64
Outstanding at December 31, 2001	183,000	$34.02

The following table summarizes information about stock options under this plan at December 31, 2001:

	Outstanding Options			Exercisable Options	
Range of Exercise Prices	Number of Options	Weighted Average Remaining Contractual Life in Years	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
$17.64-32.25	138,000	3.7	$27.01	114,000	$28.98
50.25-60.09	45,000	6.8	55.50	45,000	55.50
	183,000	4.4	$34.02	159,000	$36.49

At December 31, 2001, 82,000 shares were available for future grants under this plan.

The non-employee directors of Echlin Inc., which we acquired in 1998, participated in the Echlin Inc. 1996 Non-Executive Director Stock Option Plan under which options for 232,325 shares were authorized for issuance. Options were granted at market value at the date of grant, were exercisable after one year and expire ten years from the date of grant, except in the event of the retirement or death of the director. During 1999, options to purchase 39,265 shares were exercised at $35.43. No options were exercised in 2000 or 2001. At December 31, 2001, there were 38,752 options outstanding and exercisable at exercise prices ranging from $33.49 to $37.93 per share with a weighted average exercise price of $34.40. The weighted average remaining contractual life of these options was 5.2 years. No future grants are expected under this plan.

Note 10. Employees' Stock Purchase Plan

The majority of our full-time U.S. and some of our non-U.S. employees are eligible to participate in our stock purchase plan. Plan participants can authorize us to withhold up to 15% of their earnings and deposit this amount with an independent custodian. The custodian uses the funds to purchase our common stock at current market prices. As record keeper for the plan, we allocate the purchased shares to the participants' accounts. Shares are distributed to the participants on request.

We match up to 50% of the participants' contributions in cash over a five-year period beginning with the year the amounts are withheld. If a participant withdraws any shares before the end of five years, the amount of our match will depend on how long the shares were in the account. The custodian purchased 1,177,541 shares in 1999, 2,212,391 shares in 2000 and 2,405,040 shares in 2001. The charge to expense for our match was $9 in 1999, $10 in 2000 and $11 in 2001.