

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Purchase <u>(1)</u> | \$ 25.5 | 01/25/2005 | | M | 25,000 | <u>(4)</u> 08/19/2007 | Common Stock | 25,000 |
| Option to Purchase <u>(2)</u> | \$ 25.2 | 01/25/2005 | | M | 9,000 | <u>(3)</u> 01/24/2008 | Common Stock | 15,000 |
| Option to Purchase <u>(2)</u> | \$ 24.92 | 01/25/2005 | | M | 10,000 | <u>(5)</u> 01/03/2011 | Common Stock | 35,000 |
| Option to Purchase <u>(2)</u> | \$ 20.39 | | | | | <u>(5)</u> 07/22/2010 | Common Stock | 35,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTIN CHRISTOPHER L | | | EVP, Sec. & General Counsel | |

Signatures

Christopher L. Martin
02/25/2005
**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Option to purchase granted pursuant to 1995 Flexible Incentive Plan.
- (2) Option to purchase granted pursuant to 2001 Flexible Incentive Plan.
- (3) The options vest over a 60-month period, the aggregate number of shares purchaseable as follows: 01/24/03 - 3,000; 01/24/04 - 6,000; 01/24/05 - 9,000; 01/24/06 - 12,000; 01/24/07 - 15,000.
- (4) The options vest over a 60-month period, the aggregate number of shares purchasable as follows: 08/19/98 - 2,500; 08/19/99 - 6,250; 08/19/00 - 11,250; 08/19/01 - 17,500; 08/19/02 - 25,000.
- (5) The options vest equally, on the anniversary date, over a 7 year period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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