



**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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Common Stock	\$ 12.69	01/20/2005	01/20/2005	M		1,944		05/10/2002	02/02/2010	Common Stock
Employee Stock Options	\$ 43.55	01/21/2005	01/21/2005	A		20,280		01/21/2005	01/20/2015	Common Stock
Employee Stock Options	\$ 43.6	01/21/2005	01/21/2005	A		75,000		01/21/2006 <sup>(3)</sup>	01/21/2016	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HADEED FRED T				EVP & CFO

## Signatures

/s/ Paul A. Mahon under Power of Attorney  
01/21/2005

\*\*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) The exercise of stock options and the corresponding sale of 1,944 shares are pursuant to the 10b5-1 Plan adopted by the reporting person on March 12, 2004.
  - (2) On July 20, 2004, pursuant to an individual negotiation, the issuer canceled a ten-year option granted to the reporting person on January 31, 2000 for 20,280 shares at \$46 per share. In exchange, the reporting person received the option reported herein.
  - (3) The option becomes exercisable in three equal annual installments beginning January 21, 2006.
  - (4) 2004 annual incentive stock option award

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.