

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 ⁽³⁾	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.