Edgar Filing: WARREN GARY L - Form 4

WARREN Form 4	GARY L								
February 01	, 2005								
FORM	ЛЛ	STATES	SECU	RITIES A	ND EX	CHANGE	COMMISSIO	ΝT	PPROVAL
Check t	his box		shington,	Number:	3235-0287 January 31,				
if no lor subject Section Form 4	F CHAN	NGES IN SECUR	Estimated burden hou	Expires: 2005 Estimated average burden hours per response 0.5					
Form 5 obligation may con <i>See</i> Inst 1(b).	ons Section 17	(a) of the I	Public U	tility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940		
(Print or Type	Responses)								
1. Name and WARREN	Address of Reporting GARY L	g Person <u>*</u>	Symbol	er Name and HERFOR		Trading	5. Relationship o Issuer		
			INTER	NATION	AL LTE	[WFT]	(Che	eck all applicabl	e)
(Last) 515 POST	(First) (OAK BLVD., ST	(Middle) TE. 600		of Earliest Tr Day/Year) 2005	ransaction		Director X Officer (giv below) Sr VP		% Owner ner (specify Div.
			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON	N, TX 77027						Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Da any (Month/Day/		Date, if	CodeDisposed of (D)Year)(Instr. 8)(Instr. 3, 4 and 5)			Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A)or(D) Price	Transaction(s) (Instr. 3 and 4)		
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities benef	Perso	ons who res	or indirectly. Spond to the colle cained in this form		SEC 1474
					mon	nation com	amed in this form	alenot	(9-02)

information contained in this form are not (9required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Deriv Secur Acqu (A) o Dispo of (D (Instr	rities nired or osed) (. 3,					(Instr. 5)
				Code	4, and (A)	d 5) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	01/31/2005		А	45		(2)	(2)	Common Shares	45	\$ 51.78
Phantom Stock Units	<u>(1)</u>	01/31/2005		А	89		(2)	(2)	Common Shares	89	\$ 0

Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
WARREN GARY L 515 POST OAK BLVD., STE. 600 HOUSTON, TX 77027			Sr VP & Pres. WDS Div.		
Signatures					
Burt M. Martin, by power of attorney	02/	/01/2005			
**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 phantom stock units convert to common shares on a one-for-one basis.

All phantom stock units credited under the Company's Executive Deferred Compensation Stock Ownership Plan (the "Plan") with respect to deferrals by a participant are 100% vested at all times. All units credited under the Plan with respect to the Company's 7.5% allocation and matching allocation vest at 20% per year for each year of service after January 1, 1993. Distributions under the Plan are made upon termination of employment, retirement or death of the participant.

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.