Edgar Filing: PARMIGIANO JAMES N - Form 4

PARMIGIA	NO JAMES N									
Form 4										
February 01								OMB A	PPROVAL	
FORM	A 4 UNITED	STATES		RITIES A			COMMISSIO		3235-0287	
Check th if no lor subject to Section Form 4 Form 5 obligation may cor <i>See</i> Inst 1(b).	nger 50 16. 50 Filed pur 50 50 50 50 50 50 50 50 50 50	CHAN Section	NGES IN SECUE	Expires: Estimated burden hou response	irs per					
(Print or Type	Responses)									
PARMIGIANO JAMES N _{Sy} W				er Name and HERFOR NATION	2D	-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(1				of Earliest T Day/Year) 2005	ransaction		Director 10% Owner X Officer (give title Other (specify below) below) VP Operational Controller			
			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-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Date, if Transaction Code		of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	Perso	ns who res	or indirectly. spond to the colle		SEC 1474	

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.

 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	orNumber	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 Secu Acqu (A) o Disp of (D (Inst: 4, an	rities uired or osed O) r. 3,					(Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	01/31/2005		А		28		(2)	(2)	Common Shares	28	\$ 51.78
Phantom Stock Units	<u>(1)</u>	01/31/2005		А		56		(2)	(2)	Common Shares	56	\$ 0

Reporting Owners

Reporting Owner Name / Address			Relationships			
	Director	10% Owner	Officer	Other		
PARMIGIANO JAMES N 515 POST OAK BLVD., STE. 600 HOUSTON, TX 77027			VP Operational Controller			
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.