

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.

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.