FORM 4

### **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPRO
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OMB Number:	3235-0287
Estimated average burden	
hours nor resnonse:	0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)											
ector 10% Owner											
cer (give title Other (specify											
ow) below)											
r Joint/Group Filing (Check Applicable Line)											
m filed by One Reporting Person											
m filed by More than One Reporting Person											
r											

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Ad Disposed Of (D			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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		(Instr. 3 and 4)		
Common Stock								3,000	D	
Restricted Stock Units	09/15/2004		J <sup>(1)</sup>		459	A	\$41.4	5,357	D	

# 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. Transac Code (li 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Common Stock Option	\$44.32							05/07/2003 <sup>(2)</sup>	05/07/2009	Common Stock	1,000		1,000	D	
Common Stock Option	\$44.28							04/29/2004 <sup>(2)</sup>	04/29/2010	Common Stock	1,000		1,000	D	
Common Stock Option	\$42.35							05/04/2005 <sup>(2)</sup>	05/04/2011	Common Stock	1,000		1,000	D	

#### **Explanation of Responses:**

### Remarks:

Anthony C. Scarfone as Power of Attorney for Martyn R. Redgrave

\*\* Signature of Reporting Person

Date

09/17/2004

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

<sup>1.</sup> Represents restricted stock units received in lieu of directors' fees pursuant to the Company's Non-Employee Director Stock and Deferral Plan. The units will vest and be converted into shares of Common Stock when the holder ceases to serve as a director of the Company.

<sup>2.</sup> Options vest in three equal installments on the three succeeding anniversary dates of the date of grant, provided the holder remains a director of the Company. Date entered reflects date on which first installment vests(ed).

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).