FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Address of Reporting Person* ELLIS JAMES J (Last) (First) (Middle) (Street) (City) (State) (Zip) Table I - Non-Deriva 1. Title of Security (Instr. 3)						Execution Date, Transaction Disposed Of (D) (Instr. 3, 4								6. Ir Line	and 5) Securities Form: Direct of Beneficially (D) or Indirect Be			plicable n rting 7. Nature of Indirect Beneficial Ownership	
									Code	e V	Amount	() 1)	() or ()	Price	Transac	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)
Common	Stock	-	abla !!)/2004					Dia	30,00			\$19.23		0,000		D	
1. Title of Derivative Security 1. Title of Derivative Security 1. Title of Derivative Security 2. Conversion Date (Month/Day/Year) 3. Transaction Date Execution if any (Month/Day Month/Day Mo				(e.g., puts		call	5. Number of		6. Date	uired, Disposed 6, options, conve 6. Date Exercisable an Expiration Date (Month/Day/Year)				mount	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	OI N O	umber					
Non- Qualified Stock Option (right to buy)	\$6.4063								05/04/1	.998	11/04/2007	Comn		0,000		30,000)	D	
Non- Qualified Stock Option (right to buy)	\$6.75								05/01/1	997	11/01/2006	Comm		0,000		30,000)	D	
Non- Qualified Stock Option (right to buy)	\$9.1563								05/03/2	9000	11/03/2009	Comn		0,000		30,000)	D	
Non- Qualified Stock Option (right to buy)	\$10.869								05/01/2	2003	11/01/2012	Comn		0,000		10,000)	D	
Non- Qualified Stock Option (right to buy)	\$11.9531								05/03/1	999	11/03/2008	Comn		0,000		30,000)	D	
Non- Qualified Stock Option (right to buy)	\$19.83								04/30/2	9004	10/31/2013	Comm		0,000		10,000)	D	
Non- Qualified Stock Option (right to buy)	\$25.65								05/05/2	2002	11/05/2011	Comm		0,000		30,000)	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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				
Non- Qualified Stock Option (right to buy)	\$28.25							05/03/2001	11/03/2010	Common Stock	30,000		30,000	D	

Explanation of Responses:

JAMES J. ELLIS

09/10/2004

** Signature of Reporting Person

Date

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

- * 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).

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.