



FORM 4 (continued)

**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. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
				Code	V	(A)	(D)								
Stock Option (1)	\$13.7	1/20/2005		A		2,500		1/20/2006	1/20/2015	Common Stock	2,500	\$0.0	62,500	D	
Stock Option	\$13.7	1/20/2005		A		2,500		1/20/2007	1/20/2015	Common Stock	2,500	\$0.0	65,000	D	
Stock Option	\$13.7	1/20/2005		A		2,500		1/20/2008	1/20/2015	Common Stock	2,500	\$0.0	67,500	D	
Performance Shares	(2)	1/20/2005		A		5,625 (3)		12/31/2007	12/31/2007	Common Stock	5,625	\$0.0	73,125	D	

Explanation of Responses:

See attached "FOOTNOTES" page.

\*\* 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.

Douglas Gant  
\*\* Signature of Reporting Person

1/24/2005  
Date

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.

- 1 All stock options vest in three equal installments beginning one year after the grant date.
- 2 The conversion rate is 0 to 1.5 Common Shares to 1 Performance Shares.
- 3 Does not include 5,625 additional Performance Shares which were awarded on the same date but are not currently reportable.