



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		13,334		1/20/2006	1/20/2015	Common Stock	13,334	\$0.0	595,332	D	
Stock Option	\$13.7	1/20/2005		A		13,333		1/20/2007	1/20/2015	Common Stock	13,333	\$0.0	608,665	D	
Stock Option	\$13.7	1/20/2005		A		13,333		1/20/2008	1/20/2015	Common Stock	13,333	\$0.0	621,998	D	
Performance Shares	(2)	1/20/2005		A		30,000 (3)		12/31/2007	12/31/2007	Common Stock	30,000	\$0.0	651,998	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.

/s/ James L. Wainscott  
\*\* 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 annual installments beginning one year after the grant date.
- 2 The conversion rate is 0 to 1.5 Common Shares to 1 Performance Share.
- 3 Does not include 30,000 additional Performance Shares which were awarded on the same date but are not currently reportable.