



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)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	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)
NQSO (Right to Buy)	\$38.36	11/10/2005		M			20,000	07/01/2003 <sup>(1)</sup>	07/01/2009	Common Stock	\$0	37,394	D	
NQSO (Right to Buy)	\$61.67	11/10/2005		M			48,000	07/02/2002 <sup>(2)</sup>	07/02/2008	Common Stock	\$61.67	10,379	D	
NQSO (Right to Buy)	\$68.58	11/10/2005		M			44,168	06/01/2002	06/01/2008	Common Stock	\$68.58	0	D	

**Explanation of Responses:**

- The remainder of this option is exercisable on July 1, 2006 for 20,000 shares and on July 1, 2007 for 17,394 shares.
- The remainder of this option is exercisable on July 2, 2006.

**Remarks:**

One of 2 form 4's

/s/ Brian M. McNamee

11/14/2005

\*\* 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.**