

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)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)				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 and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	
															Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
Stock Option	\$23.25	12/13/2004		M			10,400	01/24/1997	01/23/2006	Common Stock	10,400	\$0	0.00	D	
Stock Option	\$26.25	12/13/2004		M			16,700	01/22/1998	01/21/2007	Common Stock	16,700	\$0	0.00	D	
Stock Option	\$27.88	12/13/2004		M			8,000	01/21/1999	01/20/2008	Common Stock	8,000	\$0	0.00	D	
Stock Option	\$20.88	12/13/2004		M			20,000	01/27/2000	01/26/2009	Common Stock	20,000	\$0	0.00	D	

Explanation of Responses:

1. On June 25, 1998, the Board of Directors of the Company declared a dividend, with respect to each share of common stock, of Common Stock Purchase Rights (the 'Rights') pursuant to a Rights Agreement, dated as of June 25, 1998. The Rights are currently attached to, represented by, and transferable with, certificates representing outstanding shares of common stock.

Remarks:

/s/ Holaday, G. Stephen 12/13/2004

** 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.