



**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	Amount or Number of Shares	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)						
																4. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Date and Expiration Date		6. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	
Employee Stock Option (right to buy)	\$18.625	06/24/2004		M			3,500	11/15/1995	11/15/2004	Common Stock	3,500	\$0	43,800	D							

Explanation of Responses:

**Remarks:**

All of the foregoing transactions were effected by the Reporting Person's broker pursuant to a written 10b5-1 trading plan established on February 27, 2004.

/s/ J. Timothy Howard

06/24/2004

\*\* 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.