

Edgar Filing: MAHON PAUL A - Form 4

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 Security (Instr. 3 and 4) | Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|----------------------------|--------------|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Options | \$ 13.9 | 01/20/2005 | 01/20/2005 | M | | 2,000 | | 06/14/2002 | 06/14/2012 | Common Stock | 2,000 |
| Employee Stock Options | \$ 43.6 | 01/20/2005 | 01/20/2005 | M | | 8,333 | | 01/20/2006 | 01/20/2016 | Common Stock | 8,333 |
| Employee Stock Options | \$ 43.6 | 01/20/2005 | 01/20/2005 | M | | 8,334 | | 01/20/2007 | 01/20/2017 | Common Stock | 8,334 |
| Employee Stock Options | \$ 43.6 | 01/20/2005 | 01/20/2005 | M | | 8,333 | | 01/20/2008 | 01/20/2018 | Common Stock | 8,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MAHON PAUL A | | | EVP & General Counsel | |

Signatures

Paul A. Mahon 01/21/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The exercise of stock options and the corresponding sale of 2,000 shares are pursuant to the 10b5-1 Plan adopted by the reporting person on March 12, 2004.

Remarks:

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2004 incentive stock option award

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.