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Common Stock	10/24/2005	S	1,000	D	\$ 51.354	0	D
Common Stock	10/24/2005	M	1,000	A	\$ 15.4583	1,000	D
Common Stock	10/24/2005	S	1,000	D	\$ 51.3641	0	D
Common Stock	10/24/2005	M	1,000	A	\$ 15.4583	1,000	D
Common Stock	10/24/2005	S	1,000	D	\$ 51.369	0	D
Common Stock	10/24/2005	M	1,000	A	\$ 15.4583	1,000	D
Common Stock	10/24/2005	S	1,000	D	\$ 51.3693	0	D
Common Stock	10/24/2005	M	1,000	A	\$ 15.4583	1,000	D
Common Stock	10/24/2005	S	1,000	D	\$ 51.3868	0	D
Common Stock	10/24/2005	M	1,000	A	\$ 15.4583	1,000	D
Common Stock	10/24/2005	S	1,000	D	\$ 51.4069	0	D
Common Stock	10/24/2005	M	1,000	A	\$ 15.4583	1,000	D
Common Stock	10/24/2005	S	1,000	D	\$ 51.412	0	D
Common Stock	10/24/2005	M	1,000	A	\$ 15.4583	1,000	D
Common Stock	10/24/2005	S	1,000	D	\$ 51.435	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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Derivative Security			or Disposed of		Date Exercisable	Expiration Date	Title	
			(D)	(D)				
			Code	V	(A)	(D)		
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			23,750	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			1,000	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			1,000	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			1,000	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			1,000	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			1,000	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			1,000	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			1,000	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			1,000	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			1,000	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			1,000	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			1,000	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			1,000	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M			1,000	01/24/1997 <sup>(1)</sup> 01/24/2006	Common Stock

Non-Qualified Stock Option (right to buy)							common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	4,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	2,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	2,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	2,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAYNE DAVID L	X		Chairman, President & CEO	

## Signatures

by: David L.  
Payne

10/26/2005

\*\*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) Options vest ratably over three years beginning one year after grant date.

**Remarks:**

To be continued. This is #1 of four filings.

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

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