## OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

3. Date of Earliest Transaction (Month/Day/Year) 05/05/2004
4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Senior VP \& General Counsel
6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any <br> (Month/Day/Year) | 3. <br> Transaction Code (Instr. <br> 8) |  | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |  |  | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  | Code | v | Amount | (A) or (D) | Price |  |  |  |
| Common Stock | 04/30/2004 |  | $\mathrm{A}^{(1)}$ | v | 335 | A | \$19.6 | 33,951 | D |  |
| Common Stock |  |  |  |  |  |  |  | 1,026 | I | by Daughter <br> (1) |
| Common Stock |  |  |  |  |  |  |  | 100 | I | by Daughter <br> (2) |
| Common Stock |  |  |  |  |  |  |  | 1,626 | I | by Son |

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Trans Code 8) <br> Code | ction nstr. | 5. Num of <br> Deriva Securi Acquir (A) or Dispos of (D) 3, 4 an <br> (A) | er <br> es <br> d <br> d <br> nstr. <br> 5 ) <br>  <br> (D) | 6. Date Exerci Expiration Da (Month/Day/Ye <br> Date <br> Exercisable | sable and ar) <br> Expiration Date | 7. Title and of Securit Underlyin Derivative (Instr. 3 a <br> Title | Amount es <br> Security <br> d 4) <br> Amount <br> or <br> Number <br> of <br> Shares | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative <br> Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 4) | 10. <br> Ownership <br> Form: <br> Direct (D) <br> or Indirect <br> (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Non- <br> Qualified Stock Option (right to buy) | \$26.105 | 05/05/2004 |  | A |  | 10,000 |  | (2) | 05/05/2014 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 10,000 | \$0 | 10,000 | D |  |
| Non- <br> Qualified <br> Stock <br> Option <br> (right to <br> buy) | \$15.4063 |  |  |  |  |  |  | 04/01/2000 ${ }^{(2)}$ | 04/01/2009 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 4,750 |  | 4,750 | D |  |
| Non- <br> Qualified <br> Stock <br> Option <br> (right to <br> buy) | \$15.875 |  |  |  |  |  |  | 05/03/2000 ${ }^{(2)}$ | 05/03/2009 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 5,000 |  | 5,000 | D |  |
| Non- <br> Qualified <br> Stock <br> Option <br> (right to <br> buy) | \$17.4375 |  |  |  |  |  |  | 04/01/1998 ${ }^{(2)}$ | 04/01/2007 | Common Stock | 5,883 |  | 5,883 | D |  |
| Non- <br> Qualified <br> Stock <br> Option <br> (right to <br> buy) | \$17.625 |  |  |  |  |  |  | 05/01/1999 ${ }^{(2)}$ | 05/01/2008 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 9,500 |  | 9,500 | D |  |

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Trans <br> Code <br> 8) <br> Code | ction nstr. <br> V | 5. N <br> of <br> Deri <br> Secu <br> Acq <br> (A) or <br> Disp <br> of (D) <br> 3,4 <br>  <br>  <br> (A) | er <br> ve <br> es <br> d <br> d <br> nstr. <br> 5) <br> (D) | 6. Date Exerc Expiration Da (Month/Day/Y <br> Date <br> Exercisable | able and ar) | 7. Title an of Securit Underlyin Derivative (Instr. 3 a <br> Title | Amount es <br> Security <br> d 4) <br> Amount or <br> Number of <br> Shares | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. <br> Ownership <br> Form: <br> Direct (D) <br> or Indirect <br> (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Non- <br> Qualified <br> Stock <br> Option <br> (right to <br> buy) | \$18 |  |  |  |  |  |  | 04/21/1997 ${ }^{(2)}$ | 04/22/2006 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 24,200 |  | 24,200 | D |  |
| Non- <br> Qualified <br> Stock <br> Option <br> (right to <br> buy) | \$18.9375 |  |  |  |  |  |  | 02/03/2000 ${ }^{(2)}$ | 02/03/2009 | Common Stock | 25,000 |  | 25,000 | D |  |
| Non- <br> Qualified <br> Stock <br> Option <br> (right to buy) | \$22.9063 |  |  |  |  |  |  | 03/31/2001 ${ }^{(3)}$ | 05/01/2010 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 10,867 |  | 10,867 | D |  |
| Non- <br> Qualified <br> Stock <br> Option <br> (right to buy) | \$31.66 |  |  |  |  |  |  | 04/29/2003 ${ }^{(2)}$ | 04/29/2012 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 20,000 |  | 20,000 | D |  |
| NonQualified Stock Option (right to buy) | \$33.15 |  |  |  |  |  |  | 04/30/2002 ${ }^{(2)}$ | 04/30/2011 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 17,000 |  | 17,000 | D |  |

## Explanation of Responses:

1. Acquisition of shares of Common Stock pursuant to the Employee Stock Purchase Plan. Participant elected to purchase shares at least six months in advance of the effective date of the transaction.
2. Grant to reporting person of right to buy shares of common stock exercisable in annual increments of 25 percent beginning on the first anniversary of the date of grant.
3. Grant to reporting person of right to buy shares of common stock, exercisable $50 \%$ on $3 / 31 / 2001$ and $50 \%$ on $3 / 31 / 2002$.

| $\underline{B} y:$ Susan Hanlon For: Alicia |  |
| :--- | :--- |
| R. Lopez $\underline{05 / 07 / 2004}$ <br> ** Signature of Reporting Person Date,$l l$ |  |

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. $78 \mathrm{ff}(\mathrm{a})$.
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.

