

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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock option - right	\$22.22	11/8/2005		M		4,500		11/8/2006	11/8/2015	Common stock	4,500	\$22.22	4,500	D	
to buy ISO								(2)							
Employee stock option - right	\$22.22	11/8/2005		M		500		11/8/2006	11/8/2015	Common stock	500	\$22.22	500	D	
to buy NSO								(3)							
Performance Award	\$0.0	11/8/2005		A		10,000		(4)	11/8/2010	Common stock	10,000	\$0.0	10,000	D	

Explanation of Responses:

See attached "FOOTNOTES" page.

** 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.

/s/Donald Baker, kg for
** Signature of Reporting Person

11/10/2005
Date

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.

- 1 Grant of restricted stock.
- 2 One-third vesting annually over three years.
- 3 One-third vesting annually over three years.
- 4 Performance shares which represent a contingent right to receive shares of common stock upon achievement of certain performance goals.