

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	N	D	Date Exercisable	Expiration Date	Title	Amount of Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right-to-Buy)	\$49.57	01/27/2006		M				15,000	12/16/2000	12/16/2008	Common Stock	15,000	\$49.57	0	D	
Stock Option (Right-to-Buy)	\$49.26	01/27/2006		M				24,000	01/02/2003	01/02/2012	Common Stock	24,000	\$49.26	0	D	
Stock Option (Right-to-Buy)	\$47.11	01/27/2006		M				20,000	08/20/2004	08/20/2014	Common Stock	20,000	\$47.11	20,000	D	

Explanation of Responses:

1. Total includes 12,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 8/20/02, with the valuation of performance measurement period ("measurement period") ending on 12/31/05; 20,000 unvested RPSRs granted under the 2001 LTISP on 8/20/03, with the measurement period ending on 12/31/06; 24,000 unvested RPSRs granted under the 2001 LTISP on 2/18/05, with the measurement period ending on 12/31/07; and 30,000 RSRs granted under the 2001 LTISP on 2/17/04 with 100% vesting on 2/17/08. Grants awarded pursuant to Rule 16b-3(d).

Kathleen M. Salmas, Attorney-in-fact for Scott J. Seymour 01/30/2006

** 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.