

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr. 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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/28/2004		M		3500.0000	A	\$18.6250	27800.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.62	27700.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.42	27600.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.48	27500.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.47	27400.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.49	27300.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.50	27200.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.55	27100.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.58	27000.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.59	26900.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.57	26800.0000	D	
Common Stock	04/28/2004		S		200.0000	D	\$68.20	26600.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.29	26500.0000	D	
Common Stock	04/28/2004		S		200.0000	D	\$68.31	26300.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.33	26200.0000	D	
Common Stock	04/28/2004		S		300.0000	D	\$68.30	25900.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.35	25800.0000	D	

FORM 4 (continued)

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr. 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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/28/2004		S		200.0000	D	\$69.35	25600.0000	D	
Common Stock	04/28/2004		S		200.0000	D	\$68.08	25400.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.05	25300.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.88	25200.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$67.95	25100.0000	D	
Common Stock	04/28/2004		S		200.0000	D	\$68.15	24900.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.18	24800.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.17	24700.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.12	24600.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.14	24500.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.10	24400.0000	D	
Common Stock	04/28/2004		S		100.0000	D	\$68.90	24300.0000	D	

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 Instructions 4(b)(v).

Persons who respond to the collection of the information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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FORM 4 (continued)

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	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 to buy)	\$18.6250	04/28/2004		M			3500.0000	11/15/1995	11/15/2004	Common Stock	3500.0000	\$0.00	75300.0000	D	

Remarks: See attached remarks page.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
see 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

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 control number.

/s/ Scott Lesmes, Attorney-in-fact
for J. Timothy Howard

04/28/2004

Date

** Signature of Reporting Person

Remarks:

All of the foregoing transactions were effected by Reporting Person's broker pursuant to a written 10b5-1 trading plan established on February 27, 2004.

This Form 4 dated 4/28/04 is part 1 of 2 Form 4s dated 4/28/04 and should be read in conjunction with the other Form 4. The total number of transactions on 4/28/04 exceeded the 30 transactions per report limitation imposed by the SEC on electronic filings. In accordance with guidance from the SEC staff, the two Form 4s shall be deemed to be one for reporting purposes.