INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940


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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |  | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |  | 4. Conversion or Exercise Price of Derivative Security | 5. <br> Ownership Form: Direct (D) or Indirect <br> (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |  |  |  |
| Non Qualified Stock Option | (1) | 06/03/2006 | Common Stock | 1,200 | 22.875 | D |  |
| Non Qualified Stock Option | (1) | 03/02/2008 | Common Stock | 361 | 28.25 | D |  |
| Non Qualified Stock Option | (1) | 03/03/2007 | Common Stock | 176 | 16.37 | D |  |
| Non Qualified Stock Option | (1) | 03/03/2007 | Common Stock | 456 | 16.37 | D |  |
| Non Qualified Stock Option | (1) | 03/02/2008 | Common Stock | 699 | 28.25 | D |  |
| Non Qualified Stock Option | (2) | 04/16/2011 | Common Stock | 794 | 17.63 | D |  |
| Non Qualified Stock Option | (1) | 04/12/2010 | Common Stock | 780 | 20.5 | D |  |
| Non Qualified Stock Option | (2) | 04/13/2015 | Common Stock | 600 | 9.99 | D |  |
| Non Qualified Stock Option | (2) | 03/01/2015 | Common Stock | 800 | 11.8 | D |  |
| Non Qualified Stock Option | (3) | (4) | Common Stock | 92 | 39.94 | D |  |
| Non Qualified Stock Option | (5) | (4) | Common Stock | 78 | 43.81 | D |  |
| Non Qualified Stock Option | (5) | (4) | Common Stock | 50 | 35.75 | D |  |
| Non Qualified Stock Option | (5) | (4) | Common Stock | 66 | 16.43 | D |  |

## Explanation of Responses:

1. Granted under the Company's 1993 Stock Option Plan and vests over a five year period.
2. Granted under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vests over a five year period.
3. Granted under the Company's 1998 Stock Option and Incentive Plan and vests over a four year period.
4. Each portion of the option expires 30 months after it becomes exercisable.
5. Granted under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vests over a four year period.
/s/Mark A. Glazer, Attorney in Fact for Richard J. Nagel, Jr.
** Signature of Reporting Person Date
[^0]* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. $78 f f(a)$.
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.


[^0]:    Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly

