

| 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) | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|---|-----------------------------------------------|--------|------------------|-----------------|--------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
| | | | | Code | V | A) (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| | | | | | | (A) | (D) | | | | | | | | |
| Employee Stock Option (right to buy) | \$5 | 01/23/2006 | | M | | | 11,000 | 10/14/2003 | 10/14/2012 | Common Stock | 11,000 | \$0 | 49,399 | D | |
| Employee Stock Option (right to buy) | \$5 | 01/24/2006 | | M | | | 11,000 | 10/14/2003 | 10/14/2012 | Common Stock | 11,000 | \$0 | 38,399 | D | |

Explanation of Responses:

1. All of the transactions reported on this form are program transactions under a Rule 10b5-1 plan.

Jeffrey B. Newman, Attorney in fact 01/25/2006

** 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.