



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 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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock (right to buy)	\$ 28.06	06/06/2003		A	14,077		(1)	06/06/2013	Common Stock	14,077	\$ 28.06	14,077	D	
Common Stock (right to buy)	\$ 28.06	06/06/2003		A	923		(2)	06/06/2013	Common Stock	923	\$ 28.06	923	D	

**Explanation of Responses:**

- The reporting person's stock option is exercisable as to 5,000 shares of common stock on 06/06/04; exercisable as to 10,000 shares of common stock on 06/06/05; and exercisable as to 14,077 shares of common stock on 06/06/06.
- The reporting person's stock option is exercisable as to 923 shares of common stock on 06/06/06.

/s/ Larry W. Shackelford,  
Esq. Attorney-in-Fact for      02/17/2004  
Jeffry W. Baum  
 \*\* 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.**