

* 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).

(1) The shares were issued as a restricted stock grant and therefore no consideration was given by the Reporting Person. The stock grant vests in three equal installments on November 15, 2005, 2006 and 2007.

The Reporting Person's holdings include (i) 54,750 shares held indirectly through his wife, (ii) 800,000 shares held indirectly that are owned of record by a trust, of which (2) the Reporting Person is the sole beneficiary and over which the Reporting Person has voting and dispositive control and (iii) 60,000 shares held indirectly through the Reporting Person's three children who share the same household.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 number.