



Common Stock		77,335	I	Helwig Family Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Deferred Comp Stock Units	\$ 0	01/26/2005		M	3,533	(1) (1)	Common Stock	3,533

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELWIG DAVID S 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204			EVP	

## Signatures

Nancy Purcell,  
Attorney-in-fact

01/28/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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)

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Each deferred stock unit represents the right to receive, on a deferred basis under the Issuer's Comprehensive Executive non-qualified Retirement Plan, one share of the Issuer's common stock to be issued under the Issuer's 1999 Stock Incentive Plan upon the expiration of the deferral period. Each of the deferred stock units will vest in three successive equal annual installments, beginning January 26, 2005, subject to acceleration in the event the reporting person should terminate employment with the Issuer under certain prescribed circumstances.

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.