

Edgar Filing: ASTHEIMER KENNETH - Form 4

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. Amount or Number of Shares
Phantom Stock ⁽¹⁾	<u>(2)</u>	12/16/2004		M	315	08/08/1988 08/08/1988	Common Stock	315

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASTHEIMER KENNETH			Executive Vice President	

Signatures

Kenneth Astheimer by Wm. Chadwick Perrine 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).
- The phantom stock units disposed were cash units that vested on the anniversary date of the grant. The units were hypothetically
- (1) converted to common stock and hypothetically sold at the closing price on December 16,2004, with the insider receiving cash for the value of the units. The reporting of this transaction should have taken place two business days after the vesting date.
 - (2) There is no Conversion or Exercise Price of Derivative Security.
 - (3) There is no Price of Derivative Security.
 - (4) There is no price of the acquired securities.

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.