

RELATIONAL INVESTORS LLC  
Form SC 13D/A  
May 05, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1 )\***

**CNF Inc.**

(Name of Issuer)

**Common Stock, \$.625 par value**

(Title of Class of Securities)

**12612W104**

(CUSIP Number)

**Ralph V. Whitworth  
Relational Investors, LLC  
11975 El Camino Real, Suite 300  
San Diego, CA 92130  
(858) 704-3333**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**May 3, 2004**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL INVESTORS, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
7. Sole Voting Power  
3,880,800
8. Shared Voting Power  
0
9. Sole Dispositive Power  
3,880,800
10. Shared Dispositive Power  
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,880,800
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
7.76%
14. Type of Reporting Person (See Instructions)  
IA/HC/OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL INVESTORS, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |   |     |   |  |
|---|-----|---|--|
|   | 7.  | Sole Voting Power<br>1,114,557  |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>0  |  |
|   | 9.  | Sole Dispositive Power<br>1,114,557                                       |  |
|   | 10. | Shared Dispositive Power<br>0   |  |
|   | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,114,557 |  |
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
2.23%
  14. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL FUND PARTNERS, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC/OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |     |                                  |
|-----|----------------------------------|
| 7.  | Sole Voting Power<br>46,584      |
| 8.  | Shared Voting Power<br>0         |
| 9.  | Sole Dispositive Power<br>46,584 |
| 10. | Shared Dispositive Power<br>0    |
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
46,584
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.09%
  14. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL COAST PARTNERS, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC/OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
  7. Sole Voting Power  
110,732
  8. Shared Voting Power  
0
  9. Sole Dispositive Power  
110,732
  10. Shared Dispositive Power  
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
110,732
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.22%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL PARTNERS, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC/OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |     |                                  |
|-----|----------------------------------|
| 7.  | Sole Voting Power<br>38,394      |
| 8.  | Shared Voting Power<br>0         |
| 9.  | Sole Dispositive Power<br>38,394 |
| 10. | Shared Dispositive Power<br>0    |
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
38,394
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.08%
  14. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH FUND 1, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC/OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                          |         |
|---|-----|--------------------------|---------|
|   | 7.  | Sole Voting Power        | 607,586 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | 0       |
|   | 9.  | Sole Dispositive Power   | 607,586 |
|   | 10. | Shared Dispositive Power | 0       |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
607,586
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
1.21%
  14. Type of Reporting Person (See Instructions)  
PN



CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH FUND 2, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)  y
    - (b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC/OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                          |         |
|---|-----|--------------------------|---------|
|   | 7.  | Sole Voting Power        | 878,210 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | 0       |
|   | 9.  | Sole Dispositive Power   | 878,210 |
|   | 10. | Shared Dispositive Power | 0       |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
878,210
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
1.76%
  14. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors III, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                  |  |
|---|-----|----------------------------------|--|
|   | 7.  | Sole Voting Power<br>42,762      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>0         |  |
|   | 9.  | Sole Dispositive Power<br>42,762 |  |
|   | 10. | Shared Dispositive Power<br>0    |  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
42,762
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.09%
  14. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH Fund 4, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                   |
|---|-----|-----------------------------------|
|   | 7.  | Sole Voting Power<br>153,297      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>0          |
|   | 9.  | Sole Dispositive Power<br>153,297 |
|   | 10. | Shared Dispositive Power<br>0     |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
153,297
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.31%
  14. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH Fund 6, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |   |     |  |         |
|---|-----|--|---------|
|   | 7.  | Sole Voting Power  | 195,591 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power  | 0       |
|   | 9.  | Sole Dispositive Power                                       | 195,591 |
|   | 10. | Shared Dispositive Power                                     | 0       |
|   | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | 195,591 |
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.39%
  14. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH Fund 7, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                          |         |
|---|-----|--------------------------|---------|
|   | 7.  | Sole Voting Power        | 110,143 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | 0       |
|   | 9.  | Sole Dispositive Power   | 110,143 |
|   | 10. | Shared Dispositive Power | 0       |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
110,143
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.22%
  14. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RALPH V. WHITWORTH
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
NA
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
United States
- |   |     |                          |           |
|---|-----|--------------------------|-----------|
|   | 7.  | Sole Voting Power        | 0         |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | 3,880,800 |
|   | 9.  | Sole Dispositive Power   | 0         |
|   | 10. | Shared Dispositive Power | 3,880,800 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,880,800
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
7.76%
  14. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
DAVID H. BATCHELDER
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
NA
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
United States
- |   |     |                                       |
|---|-----|---------------------------------------|
|   | 7.  | Sole Voting Power<br>0                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>3,880,800      |
|   | 9.  | Sole Dispositive Power<br>0           |
|   | 10. | Shared Dispositive Power<br>3,880,800 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,880,800
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
7.76%
  14. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
JOEL L. REED
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)  y
    - (b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
NA
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
United States
- |   |     |                          |           |
|---|-----|--------------------------|-----------|
|   | 7.  | Sole Voting Power        | 0         |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | 3,880,800 |
|   | 9.  | Sole Dispositive Power   | 0         |
|   | 10. | Shared Dispositive Power | 3,880,800 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,880,800
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
7.76%
  14. Type of Reporting Person (See Instructions)  
IN



CUSIP No. 12612W104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
 JAMES J. ZEHENTBAUER

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
 (b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
 NA

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
 United States

7. Sole Voting Power  
 0

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

8. Shared Voting Power  
 3,880,800

9. Sole Dispositive Power  
 0

10. Shared Dispositive Power  
 3,880,800

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
 3,880,800

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
 7.76%

14. Type of Reporting Person (See Instructions)  
 IN

**Item 3.****Source and Amount of Funds or Other Consideration**

Three of the six accounts managed by RILLC purchased an aggregate of 9,735 Shares for a total consideration (including brokerage commissions) of \$330,620.23 derived from capital in the managed accounts and margin borrowings from the client margin accounts at Credit Suisse First Boston Corporation ( CSFBC ). The other three accounts managed by RILLC purchased an aggregate of 573,209 Shares for a total consideration (including broker commissions) of \$19,497,865.74 derived from the capital of the managed accounts.

RILP purchased an aggregate of 1,114,557 Shares for total consideration (including brokerage commissions) of \$37,871,444.63 derived from the capital of RILP.

RFP purchased an aggregate of 46,584 Shares for total consideration (including brokerage commissions) of \$1,581,585.46 derived from the capital of RFP and margin borrowings from a margin account at CSFBC.

RCP purchased an aggregate of 110,732 Shares for total consideration (including brokerage commissions) of \$3,764,503.85 derived from the capital of RCP and margin borrowings from a margin account at CSFBC.

RP purchased an aggregate of 38,394 Shares for total consideration (including brokerage commissions) of \$1,304,753.76 derived from the capital of RP and margin borrowings from a margin account at CSFBC.

RH1 purchased an aggregate of 607,586 Shares for total consideration (including brokerage commissions) of \$20,662,709.50 derived from the capital of RH1 and margin borrowings from a margin account at CSFBC.

RH2 purchased an aggregate of 878,210 Shares for total consideration (including brokerage commissions) of \$29,853,256.04 derived from the capital of RH2 and margin borrowings from a margin account at CSFBC.

RI III purchased an aggregate of 42,762 Shares for total consideration (including brokerage commissions) of \$1,462,001.00 derived from the capital of RI III.

RH4 purchased an aggregate of 153,297 Shares for total consideration (including brokerage commissions) of \$5,212,547.87 derived from the capital of RH4.

RH6 purchased an aggregate of 195,591 Shares for total consideration (including brokerage commissions) of \$6,650,945.85 derived from the capital of RH6.

RH7 purchased an aggregate of 110,143 Shares for total consideration (including brokerage commissions) of \$3,744,397.03 derived from the capital of RH7.

Interest on the margin debt balance of each of the margin accounts described above is charged at the then Federal Funds Rate plus 50 basis points. CSFBC has a lien on the Shares held by three of the six accounts managed by RILLC and those held by each of RFP, RCP, RP, RH1 and RH2 to secure repayment of the margin borrowings described above.

**Item 5.****Interest in Securities of the Issuer**

(a) As of the date of this Statement, the Reporting Persons beneficially owned in the aggregate 3,880,800 Shares constituting 7.76% of the outstanding Shares (the percentage of Shares owned being based upon 50,024,063 Shares outstanding at March 1, 2004 as set forth in the Company's Definitive Proxy Statement filed on March 16, 2004.). The Reporting Persons may be deemed to have direct beneficial ownership of the Shares as follows:

NAME	NUMBER OF SHARES	PERCENT OF OUTSTANDING SHARES
RILLC	582,944	1.17%
RILP	1,114,557	2.23%
RFP	46,584	0.09%
RCP	110,732	0.22%
RP	38,394	0.08%
RH1	607,586	1.21%
RH2	878,210	1.76%
RI III	42,762	0.09%
RH4	153,297	0.31%
RH6	195,591	0.39%
RH7	110,143	0.22%

RILLC, in its capacity as an investment advisor, may be deemed to possess direct beneficial ownership of the 582,944 Shares that are owned by accounts which it manages. Additionally, RILLC, as the sole general partner of each of RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6 and RH7 and as the sole managing member of the general partner of RI III, may be deemed indirectly to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the Shares of which any of RILP, RFP, RCP, RP, RH1, RH2, RI III, RH4, RH6 and RH7 may be deemed to possess direct beneficial ownership. Each of Messrs. Whitworth, Batchelder, Reed and Zehentbauer, as Principals of RILLC, may be deemed to share beneficial ownership of the Shares which RILLC may beneficially own. Each of Messrs. Whitworth, Batchelder, Reed and Zehentbauer disclaims beneficial ownership of such Shares for all other purposes.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 is the beneficial owner of any Shares.

(b) RILP has the sole power to vote or direct the vote of 1,114,557 Shares and the sole power to dispose or direct the disposition of such Shares. RFP has the sole power to vote or direct the vote of 46,584 Shares and the sole power to dispose or direct the disposition of such Shares. RCP has the sole power to vote or direct the vote of 110,732 Shares and the sole power to dispose or direct the disposition of such Shares. RP has the sole power to vote or direct the vote of 38,394 Shares and the sole power to dispose or direct the disposition of such Shares. RH1 has the sole power to vote or direct the vote of 607,586 Shares and the sole power to dispose or direct the disposition of such Shares. RH2 has the sole power to vote or direct the vote of 878,210 Shares and the sole power to dispose or direct the disposition of such Shares. RI III has the sole power to vote or direct the vote of 42,762 Shares and the sole power to dispose or direct the disposition of such Shares. RH4 has the sole power to vote or direct the vote of 153,297 Shares and the sole power to dispose or direct the disposition of such Shares. RH6 has the sole power to vote or direct the vote of 195,591 Shares and the sole power to dispose or direct the disposition of such Shares. RH7 has the sole power to vote or direct the vote of 110,143 Shares and the sole power to dispose or direct the disposition of such Shares. RILLC has the sole power to vote or direct the vote of 582,944 Shares held by six accounts which it manages, and the sole power to dispose or direct the disposition of such Shares. In addition, RILLC, as sole general partner of RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6 and RH7 and as the sole managing member of the general partner of RI III, may be deemed to have the sole power to vote or direct the vote of 3,297,856 Shares held by such Reporting Persons, and the sole power to dispose or direct the disposition of such Shares. Messrs. Batchelder, Whitworth, Reed and Zehentbauer, as the Principals of RILLC, may be deemed to share the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

(c) Information concerning transactions in the Shares by the Reporting Persons since April 19, 2004 (the filing date of the initial Schedule 13D) is set forth in Exhibit 1 filed with this Statement.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this Statement, except that dividends from, and proceeds from the sale of, the Shares held by the account managed by RILLC may be delivered to such account.

(e) Not applicable.

**Item 7.**

**Material to Be Filed as Exhibits**

The following Exhibits are filed herewith:

1. Information concerning transactions in the Shares affected by the Reporting Persons since April 19, 2004.

**SIGNATURES**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information contained in this Statement is true, complete and correct.

Dated: May 4, 2004.

**RELATIONAL INVESTORS, L.P.**

**RELATIONAL FUND PARTNERS, L.P.**

**RELATIONAL COAST PARTNERS, L.P.**

**RELATIONAL PARTNERS, L.P.**

**RH FUND 1, L.P.**

**RH FUND 2, L.P.**

**RELATIONAL INVESTORS III, L.P.**

**RH FUND 4, L.P.**

**RH FUND 6, L.P.**

**RH FUND 7, L.P.**

By: Relational Investors, LLC

as general partner to each, except as the sole managing member of the general partner of Relational Investors III, L.P.

By: */s/ Ralph V. Whitworth*  
*Ralph V. Whitworth*  
*Principal*

**RELATIONAL INVESTORS, LLC**

By: */s/ Ralph V. Whitworth*  
*Ralph V. Whitworth*  
*Principal*

*/s/ Ralph V. Whitworth*  
*Ralph V. Whitworth*

*/s/ David H. Batchelder*  
*David H. Batchelder*

*/s/ Joel L. Reed*  
*Joel L. Reed*

*/s/ James J. Zehentbauer*  
*James J. Zehentbauer*

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.	Information concerning transactions in the Shares effected by the Reporting Persons since April 19, 2004.