Common Stock

common

stock

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addr		C	Issuer Name and T	RP [C	NM	D]		ationship of Reporting Person(s) to all applicable) Director 10%		lssuer Owner		
(Last)	(First)	(Middle	1	Date of Earliest Tra 2/02/2004	nsaction	(Mon	th/Day/Year)	x	Officer (give title below)	below	(specify /)	
37 WOODBER	RY ROAD	L						Senior Vice President				
(Street) NEW NY 1341				If Amendment, Date	e of Origii	nal Fi	led (Month/Da	6. Indi Line) X	-,			
(City)	(State)	(Zip)										
		Table I -	Non-Derivativ	ve Securities A	cquired	l, Di	sposed of	, or Be	eneficially	Owned		
			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Ir 8)		4. Securities Disposed O 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock			12/02/2004		М		4,502	A	\$8.2778	99,977	D	
Common Stock			12/02/2004		М		1,387	A	\$16.6667	101,364	D	
Common Stock			12/02/2004		S		5,889	D	\$29.8	95,475	D	

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16,164

2,598

300

49

8,062

1,852

153

300

\$16.6667

\$29.98

\$29.95

\$29.93

\$29.9

\$29.88

\$29.83

\$29.82

111,639

109,041

108,741

108,692

100,630

98,778

98,625

98,325

A

D

D

D

D

D

D

D

Stock

12/03/2004

12/03/2004

12/03/2004

12/03/2004

12/03/2004

12/03/2004

12/03/2004

12/03/2004

Common Stock			12/03/2	2004				S	100	D	\$29.8	1 9	8,225	D	
Common Stock 12/0				004				S	2,750	D	\$28.8	8 9	5,475	D	
		т	able II - Deriv (e.g.,						sposed of s, convert	•		y Owned			
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security			3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		of I		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)
				Code	v	(A)	(D)	Date Exercisabl	Expiration Date	Title	Amount or Number of Shares				
Options to purchase common stock	\$8.2778	12/02/2004		М			4,502	05/23/1996	05/23/2005	Common Stock	4,502	\$0	147,344	D	
Options to purchase common	\$16.6667	12/02/2004		М			1,387	12/27/1996	12/27/2005	Common Stock	1,387	\$0	145,957	D	

	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)	Security or Exercise (Month/Day/Year)		3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		of		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)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options to purchase common stock	\$16.6667	12/03/2004		М			16,164	12/27/1996	12/27/2005	Common Stock	16,164	\$0	129,793	D	

Explanation of Responses:

/s/ William S. Abraham

<u>12/03/2004</u> rson Date

** Signature of Reporting Person

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.

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