

Common
Stock

Common Stock	02/15/2005		S	59,453	D	\$ 59.4597 (1)	14,991.782	D	
Common Stock							1,224	I	by Trust (2)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 26.2	02/15/2005		M	60,000	02/08/2001 02/07/2010	Common Stock 60
Non-Qualified Stock Option (right to buy)	\$ 43.2	02/15/2005		M	26,000	02/09/2000 02/08/2009	Common Stock 26
Non-Qualified Stock Option (right to buy)	\$ 43.3	02/15/2005		M	27,000	02/10/1999 02/09/2008	Common Stock 27

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAY TERRY L			VICE PRESIDENT	

Signatures

By: Mark R. Townsend for Terry L. Lay For: (Pursuant to Signing Authority on File)

02/16/2005

__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) The price is a weighted average of multiple transactions with actual sales prices ranging from \$59.40 to \$59.60.
 - (2) 401(k)

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.