SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

| 2. Date of Event<br>Requiring Statement<br>(Month/Day/Year)<br>08/06/2005                                                    |                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner                             |                                                                                                                                                                                                                                  | 5. If Amendment, Date of Original Filed<br>(Month/Day/Year)                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|                                                                                                                              |                                                                                                                                                                                                                                  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| SR VP & General Cou                                                                                                          | unsel                                                                                                                                                                                                                            | X Form filed by One Reporting Person                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|                                                                                                                              |                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | by More than One<br>Person                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|                                                                                                                              |                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Table I - Non-Derivative Securities Beneficially Owned                                                                       |                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| cially Owned (Instr. 4) For                                                                                                  | orm: Direct (D)<br>Indirect (I)                                                                                                                                                                                                  | 4. Nature of Indire<br>(Instr. 5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | ct Beneficial Ownership                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>0</b> <sup>(1)</sup>                                                                                                      | D                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities) |                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| (Month/Day/Year) or E                                                                                                        |                                                                                                                                                                                                                                  | ercise Form:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|                                                                                                                              |                                                                                                                                                                                                                                  | ative or Indirect                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Common Stock                                                                                                                 | (1) (                                                                                                                                                                                                                            | 1) <b>D</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|                                                                                                                              | all applicable) Director Director Officer (give title below) SR VP & General Co curities Beneficially ( nt of Securities ally Owned (Instr. 4) O(1) Urities Beneficially Ov ptions, convertible se rlying Derivative Security (I | all applicable)<br>Director 10% Owner<br>Officer (give title Other (specify<br>below)<br>SR VP & General Counsel<br>ecurities Beneficially Owned<br>nt of Securities<br>ally Owned (Instr. 4)<br>0(1)<br>0(1)<br>0(1)<br>Convertible securities<br>below)<br>13. Ownership<br>Form: Direct (D)<br>or Indirect (I)<br>(Instr. 5)<br>0(1)<br>D<br>urities Beneficially Owned<br>ptions, convertible securities<br>below)<br>4. Convor<br>or Exp<br>Price<br>Derivative Security (Instr. 4)<br>Amount<br>or<br>Number<br>of<br>Shares | all applicable)       10% Owner         Officer (give title       Other (specify below)         SR VP & General Counsel       6. Individual or Join Applicable Line)         SR VP & General Counsel       X         Form filed       Form filed         Form filed       Form filed         Recurities Beneficially Owned       6. Nature of Indirect (I) (Instr. 5)         0(1)       D         Urities Beneficially Owned       Conversion or Exercise Price of Derivative Security (Instr. 4)         4. Conversion or Exercise Price of Shares       5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) |

Explanation of Responses:

1. No securities owned.

Remarks:

/s/ Peter W. Walcott

08/08/2005

\*\* Signature of Reporting Person

on Date

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 5 (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.

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 Number.