

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 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				
Employee Stock Option with tandem tax withholding right	\$13.0900	03/19/04		M			900.0000	(1)	02/11/13	Common Stock	900.0000	\$0.0000	9,100.0000	D	
Employee Stock Option with tandem tax withholding right	\$13.0900	03/19/04		M			1,600.0000	(1)	02/11/13	Common Stock	1,600.0000	\$0.0000	7,500.0000	D	
Employee Stock Option with tandem tax withholding right	\$34.2000	03/19/04		M			10,000.0000	(2)	04/16/12	Common Stock	10,000.0000	\$0.0000	70,000.0000	D	

Explanation of Responses:

See continuation page(s) for footnotes

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).

By: Emily Cervino, Attorney-in-Fact For: John M. Clark

03/23/2004

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person

Date

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.

- (1) The stock option became exercisable in four equal annual installments beginning on February 11, 2004.
- (2) The stock option became exercisable in four equal annual installments beginning on April 16, 2003.
- The nature of the indirect beneficial ownership shown in item 7 on Table 1 is shares allocated and held by the Profit Sharing Plan in the Company's Retirement and Savings Program. As of July 14, 2003, the contribution date for the 2003 fiscal year ending May 25, 2003, and the last contribution date for which data is available, based on unitized valuations provided by the Plan Trustee, 1,881.9814 shares were fully vested. Shares allocated under the Program are exempt under Rule 16b-3(c).