## Edgar Filing: KELLY ROBERT P - Form 4

KELLY RO	BERT P										
Form 4	0000										
February 07											
FORM	A 4 UNITED	STATES					IGE CO	OMMISSION	OMB	PROVAL 3235-0287	
Check th		vva	snington	, D.C. 205		Number: Expires:	January 31,				
if no lon subject t Section Form 4 o Form 5	STATE: 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
obligatio may con See Instr 1(b).	tinue. Section 17	(a) of the	Public U	tility Hol		pany	Act of	Act of 1934, 1935 or Section )	l		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> KELLY ROBERT P			2. Issuer France and Frence of Frading					5. Relationship of Reporting Person(s) to Issuer			
(I t)	(First)	() (: III.)						(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/03/2006					Director 10% Owner X Officer (give title Other (specify below) SEVP and CFO			
			Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	ecurit	ies Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deen (Month/Day/Year) Execution any (Month/D		Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)			))	) 5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	02/03/2006			D	102,575 (1)	D	\$0	51,665.107	D		
Common Stock	02/06/2006			S	20,000	D	\$ 53.69	31,665.107	D		
Common Stock								2,683.0354	I	By 401(k) plan	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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#### number.

# 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. Transact Code (Instr. 8)	5. tionNumber of ) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
Repor	rting O	wners		Code N	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owner Name / Address	5	Relationships							
	Director	10% Owner	Officer	Other					
KELLY ROBERT P									
			SEVP and CFO						
Signatures									
Robert P. Kelly 0	2/07/2006								
**Signature of	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) Represents shares of unvested restricted stock forfeited upon voluntary employment termination.

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.

Reporting Person