TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)
2. Transaction Date (Month/Day/Year)
3. Transaction Code (Instr. 4)
4. Securities Acquired (A) or Disposed Of (D) (Instr. 5)
5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 5)
6. Ownership Form: Direct (D) or Indirect (I) (Instr. 6)
7. Nature of Indirect Beneficial Ownership (Instr. 7)

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
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**Explanation of Responses:**
1. The options, originally granted on July 1, 2004, have terminated without vesting.
2. The options vest as to 25% of the shares per year, starting July 1, 2006.
3. The options vest as to 25% of the shares per year, starting July 1, 2005.

**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).

**Signature of Reporting Person**

Stephen T. Wills

07/08/2005