

Edgar Filing: PAYNE DAVID L - Form 4

| | | | | | | | | |
|--------------|------------|--|---|-----|---|------------|-------|---|
| Common Stock | 01/31/2008 | | M | 612 | A | \$ 34.5625 | 7,034 | D |
| Common Stock | 01/31/2008 | | S | 612 | D | \$ 47.85 | 6,422 | D |
| Common Stock | 01/31/2008 | | M | 100 | A | \$ 34.5625 | 6,522 | D |
| Common Stock | 01/31/2008 | | S | 100 | D | \$ 47.89 | 6,422 | D |
| Common Stock | 01/31/2008 | | M | 100 | A | \$ 34.5625 | 6,522 | D |
| Common Stock | 01/31/2008 | | S | 100 | D | \$ 47.92 | 6,422 | D |
| Common Stock | 01/31/2008 | | M | 200 | A | \$ 34.5625 | 6,622 | D |
| Common Stock | 01/31/2008 | | S | 200 | D | \$ 47.93 | 6,422 | D |
| Common Stock | 01/31/2008 | | M | 300 | A | \$ 34.5625 | 6,722 | D |
| Common Stock | 01/31/2008 | | S | 300 | D | \$ 47.95 | 6,422 | D |
| Common Stock | 01/31/2008 | | M | 200 | A | \$ 34.5625 | 6,622 | D |
| Common Stock | 01/31/2008 | | S | 200 | D | \$ 47.96 | 6,422 | D |
| Common Stock | 01/31/2008 | | M | 400 | A | \$ 34.5625 | 6,822 | D |
| Common Stock | 01/31/2008 | | S | 400 | D | \$ 47.98 | 6,422 | D |
| Common Stock | 01/31/2008 | | M | 578 | A | \$ 34.5625 | 7,000 | D |

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

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| | Derivative Security | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | An or Nu of SH | |
|--|---|------------|--|---|------------------|---------------------------|------------|----------------|---|
| | | | Code | V | | | | | |
| | Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 6,422 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock | 6 |
| | Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 200 | 01/28/2000 | 01/28/2009 | Common Stock | |
| | Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 4,310 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock | 4 |
| | Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 612 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock | |
| | Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 100 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock | |
| | Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 100 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock | |
| | Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 200 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock | |
| | Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 300 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock | |
| | Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 200 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock | |
| | Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 400 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock | |
| | Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 578 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock | |
| | Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 100 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock | |

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| | | | | | | | |
|---|------------|------------|---|-----|---------------------------|------------|-----------------|
| Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 100 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 2 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 98 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 100 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 200 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 400 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 100 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 34.5625 | 01/31/2008 | M | 200 | 01/28/2000 ⁽¹⁾ | 01/28/2009 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PAYNE DAVID L | X | | Chairman, President & CEO | |

Signatures

By: /s/ David L.
Payne

02/04/2008

**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) Options vest ratably over three years beginning one year from date of grant.

Remarks:

This is filing #1 of 9 filings for this date for the reporting person.

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

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