Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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


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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Trans Code 8) <br> Code | ction nstr. | 5. N of Deriv Secu Acqu (A) 0 Disp of (D) (Inst and <br> (A) | mber <br> ative ities red sed <br> 3, 4 $\qquad$ <br> (D) | 6. Date Exerc Expiration Da (Month/Day/Y <br> Date <br> Exercisable | sable and <br> ar) <br> Expiration Date | 7. Title an of Securit Underlyin Derivative (Instr. 3 a <br> Title | Amount es <br> Security <br> d 4) <br> Amount <br> or <br> Number <br> of Shares | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative <br> Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 4) | 10. <br> Ownership <br> Form: <br> Direct (D) <br> or Indirect <br> (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Employee Stock Option (right to buy) ${ }^{(4)}$ | \$20.875 |  |  |  |  |  |  | 10/20/1998 ${ }^{(5)}$ | 10/20/2007 | Class A <br> Common Stock | 19,000 |  | $19,000^{(2)}$ | D |  |
| Employee Stock Option (right to buy) ${ }^{(4)}$ | \$13.91 |  |  |  |  |  |  | 08/21/1999 ${ }^{(5)}$ | 08/21/2008 | Class A <br> Common Stock | 18,000 |  | 18,000 ${ }^{(2)}$ | D |  |
| Employee Stock Option (right to buy) ${ }^{(4)}$ | \$12.94 |  |  |  |  |  |  | 08/31/2000 ${ }^{(5)}$ | 08/31/2009 | Class A Common Stock | 40,000 |  | 40,000 ${ }^{(2)}$ | D |  |
| Employee <br> Stock <br> Option <br> (right to <br> buy) ${ }^{(4)}$ | \$6.56 |  |  |  |  |  |  | 08/31/2001 ${ }^{(5)}$ | 08/31/2010 | Class A <br> Common Stock | 35,000 |  | 35,000 ${ }^{(2)}$ | D |  |
| Employee <br> Stock <br> Option <br> (right to <br> buy) ${ }^{(4)}$ | \$8.2 |  |  |  |  |  |  | 02/28/2002 ${ }^{(5)}$ | 02/28/2011 | Class A Common Stock | 17,500 |  | 17,500 ${ }^{(2)}$ | D |  |
| Employee Stock Option (right to buy) ${ }^{(4)}$ | \$6.85 |  |  |  |  |  |  | 08/31/2002 ${ }^{(5)}$ | 08/31/2011 | Class A <br> Common Stock | 17,500 |  | 17,500 ${ }^{(2)}$ | D |  |
| Employee Stock Option (right to buy) ${ }^{(4)}$ | \$8.99 |  |  |  |  |  |  | 03/01/2003 ${ }^{(5)}$ | 03/01/2012 | Class A Common Stock | 17,500 |  | 17,500 ${ }^{(2)}$ | D |  |
| Employee Stock Option (right to buy) ${ }^{(4)}$ | \$12 |  |  |  |  |  |  | 09/03/2003 ${ }^{(5)}$ | 09/03/2012 | Class A <br> Common Stock | 17,500 |  | 17,500 ${ }^{(2)}$ | D |  |

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Trans <br> Code <br> 8) <br> Code |  | 5. N of Deri Sec Acq (A) Disp of (D) (Ins and <br> (A) | mber <br> ative ities red <br> sed <br> 3, 4 $\qquad$ <br> (D) | 6. Date Exerc Expiration Da (Month/Day/Y <br> Date <br> Exercisable | able and ar) | 7. Title an of Securit Underlyin Derivative (Instr. 3 a <br> Title | Amount es <br> Security d 4) <br> Amount or Number of Shares | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. <br> Ownership <br> Form: <br> Direct (D) <br> or Indirect <br> (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Employee <br> Stock <br> Option <br> (right to <br> buy) ${ }^{(4)}$ | \$12.45 |  |  |  |  |  |  | 01/17/2004 ${ }^{(5)}$ | 01/17/2013 | Class A <br> Common Stock | 250,000 |  | $250,000^{(2)}$ | D |  |
| Employee <br> Stock <br> Option <br> (right to <br> buy) ${ }^{(4)}$ | \$19.15 |  |  |  |  |  |  | 02/27/2005 ${ }^{(5)}$ | 02/27/2014 | Class A <br> Common Stock | 25,000 |  | $25,000^{(2)}$ | D |  |
| Employee <br> Stock <br> Option <br> (right to <br> buy) ${ }^{(4)}$ | \$26.13 |  |  |  |  |  |  | 09/01/2005 ${ }^{(5)}$ | 09/01/2014 | Class A <br> Common Stock | 25,000 |  | 25,000 ${ }^{(2)}$ | D |  |

## Explanation of Responses:

1. Price not applicable.
2. Represents number of shares beneficially owned as of December 20, 2004.
3. Previously reported incorrect share amount on $9 / 2 / 2004$ of 292,862 which should have been reported as 291,862.
4. Previously Reported
5. Becomes exercisable in four equal annual installments beginning on the date indicated.

## Remarks:

$\frac{\text { D. Matthew Dorny as Attorney }}{\text { In-Fact for M. Truman Hunt }}$
** Signature of Reporting Person $\quad \underline{\text { 12/22/2004 }}$

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. $78 \mathrm{ff}(\mathrm{a})$.
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.

