FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL OMB Number: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>STUBBS MICHAEL B</u>		er Name and Ticke /ER CORP [Symbol		k all applicable)	g Person(s) to Issuer 10% Owner				
(Last) (First) (Middle) 777 THIRD AVENUE 18TH FLOOR			e of Earliest Transa /2004	ction (M	Ionth/I	Day/Year)		Officer (give title below)	Other (specify below)			
(Street) NEW YORK NY 10017	4. If Ar	nendment, Date of	Origina	Filed	(Month/Day/\	6. Indi Line) X	<u> </u>					
(City) (State) (Zip)								reison				
Table I - No	n-Deriva	tive S	ecurities Acq	uired,	Dis	posed of,	or Ben	eficially	Owned			
1. Title of Security (Instr. 3)	2. Transac Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Disposed Of 5)	Acquired (D) (Instr.	(A) or 3, 4 and	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	01/29/2004			S		2,775	D	\$40.92	1,110,465	I	By trust ⁽¹⁾⁽²⁾	
Common Stock	01/29/	2004		S		1,000	D	\$40.93	1,109,465	I	By trust ⁽¹⁾⁽²⁾	
Common Stock	01/29/	2004		S		2,000	D	\$40.91	1,107,465	I	By trust ⁽¹⁾⁽²⁾	
Common Stock	01/29/	2004		s		2,100	D	\$40.9	1,105,365	I	By trust ⁽¹⁾⁽²⁾	
Common Stock	01/29/	2004		S		500	D	\$40.94	1,104,865	I	By trust ⁽¹⁾⁽²⁾	
Common Stock	01/29/	2004		S		1,000	D	\$40.95	1,103,865	I	By trust ⁽¹⁾⁽²⁾	
Common Stock	01/29/	2004		s		700	D	\$40.92	82,272	I	By trust ⁽³⁾	
Common Stock									50,000	I	By GRAT ⁽⁴⁾	
Common Stock									34,701	I	By GRAT ⁽⁵⁾	
Common Stock									17,500	I	By trust ⁽⁶⁾⁽⁷⁾	
Common Stock									500	I	By spouse ⁽⁷⁾	
Common Stock									1,255,488	I	By trust ⁽²⁾⁽⁸⁾	
Common Stock									49,280	I	By trust ⁽⁷⁾⁽⁹⁾	
Common Stock									550	I	By trust ⁽⁷⁾⁽¹⁰⁾	
Common Stock									49,280	I	By trust ⁽⁷⁾⁽¹¹⁾	
Common Stock									550	I	By trust ⁽⁷⁾⁽¹²⁾	
Common Stock									37,002	D		
			urities Acquir ls, warrants, c						wned	,	,	

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Ta Date (Month/Day/Year)	File Prenty erival Execution Date, if any (e.g., p (Month/Day/Year)	LUT&de Ç	ecuri ection alls,	ywaank	atives, rities lired r	ifelatersiss Expiration ba ANTIONDSy/1	i osecrof , te egnvertib	Amour G e SQ G Underl Deriva	it of Writies) _{ying}	y Crime of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	Exercise (Month/Day/Year) if any Code (Instice of (Month/Day/Year)			5 f (ND) (Afhsti Donadiv	ymber r. 3, 4 sative rities	6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivativemount		8. Price of Derivative Security	Trainsable (โร) (เคยีมสมุ่ง Securities Beneficially	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Security			Code	v	(A) o Dispo of (D (M)sti	sed) ; 3 D#	Date Exercisable	Expiration Date	Securi	yollnstr. 3 Number of Shares		Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	, ,
Explanation	of Respons	es:		_		La.Ter C	-,								

- 1. Represents a sale of common stock by the Gretchen B. Stubbs Residuary Trust of which the Reporting Person, his spouse and his descendants are beneficiaries.
- 2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein and thumbert shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities (except to the extent of his pecuniary interest therein) for pur Peters of Sectio Expiration any other persons.

 3. Represents a sale of common stock by the Trust f/b/o Jill S. Bradburn of which a member of the Reporting Person's immediate family is the beneficiary, the Reporting Person is co-trustee and a contingent
- Represents a sale of common stock by the Trust f/b/o Jill S. Bradburn of which a member of the Reporting Person's immediate family is the beneficiary, the Reporting Person is co-trustee and a continger beneficiary.
- 4. Shares held by the Michael B. Stubbs 2003 Grantor Retained Annuity Trust of which the Reporting Person is the beneficiary.
- 5. Shares held by the Michael B. Stubbs 2002 Grantor Retained Annuity Trust of which the Reporting Person is the beneficiary.
- 6. Shares held by the Michael B. Stubbs 1998 Descendants' Trust of which the Reporting Person's children are beneficiaries.
- 7. The Reporting Person disclaims beneficial ownership of the reported securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- 8. Shares held by the 1993 Stubbs Family Trust of which the Reporting Person, his spouse and his descendants are beneficiaries.
- 9. Shares held by Trust #1 f/b/o Abigail M. Stubbs of which the Reporting Person is a co-trustee and a member of his immediate family is the beneficiary.
- 10. Shares held by Trust #2 f/b/o Abigail M. Stubbs of which the Reporting Person is a co-trustee and a member of his immediate family is the beneficiary.
- 11. Shares held by Trust #1 f/b/o A. Merrill Stubbs of which the Reporting Person is co-trustee and a member of his immediate family is the beneficiary.
- 12. Shares held by Trust #2 f/b/o A. Merrill Stubbs of which the Reporting Person is co-trustee and a member of his immediate family is the beneficiary.

Remarks:

Ambika Sharma 02/02/2004

** Signature of Reporting Person Date

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).

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.