FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D	D.C. 20549
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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

OMB APPRO	DVAL				
OMB Number:	3235-0287				
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* ZAFFARONI KEVIN R													Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner							
(Last)	(F	irst)	(Middle)			Date of /04/20		Tran	saction	(Mont	h/Day/Year)		X	Officer below)	(give title	ınizati	Other (spelow)	pecify		
(Street)				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)						
(City)	(S	tate)	(Zip)										X	Form filed by One Reporting Person Form filed by More than One Reporting Person						
		Tab	le I - N	lon-Deri	ivativ	e Sec	curities	s Ac	quire	d, D	isposed o	f, or Be	neficia	lly O	wned					
		2. Transaction Date (Month/Day/Year		Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar			Benefic Owned		es ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct C Indirect E str. 4)	7. Nature of Indirect Beneficial Ownership				
								Code V		Amount	(A) or (D)	Price	- 1	Reported Transact (Instr. 3	tion(s)		((Instr. 4)		
Common Stock, \$.10 Par Value			06/03/2004					J		115.9385	1) A	\$20.4	85	356.4799		799 D				
Common Stock, \$.10 Par Value			07/06/2004					J		112.5299(1) A	\$21.10	055	469.0098			D			
Common	Stock, \$.10	Par Value		08/04/	2004	004			J		127.0053	1) A	\$18.	\$18.7 596		5.0151		D		
Common Stock, \$.10 Par Value													91.		5467		, I	Managed Account		
		-	Table II								posed of, convertil			y Ov	vned					
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. Transa Code (8)				6. Date Expira (Month	tion D		7. Title and Amor of Securities Underlying Derivative Secur (Instr. 3 and 4)		Der	Price of rivative curity str. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Ow For Dir or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amount or Number of Shares							
Non- Qualified Stock Option (right to buy) ⁽²⁾	\$22.61	08/04/2004			A		20,000		(3)	08/04/2016	Common Stock, \$.10 Par Value	20,000)	\$0	20,000)	D		

Explanation of Responses:

- $1. These shares were acquired through participation in the Company's 16b-3 \ qualified \ Employee \ Stock \ Purchase \ Plan.$
- 2. This option has a tandem tax withholding right.
- 3. This option vests incrementally over a 6-year period.

By: Catherine L. Hughes, Attorney-in-Fact For: Kevin R. 09/08/2004 Zaffaroni

** 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.