FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>STATEMENT</b>	OF CHANGES	IN BENEFICIAL	<b>OWNERSHIP</b>

OM	B APPROVAL

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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).

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*  MYERS A MAURICE								e <b>and</b> Ticl <u>MANA</u>			Symbol <u>ΓINC</u> [ V		k all application	able)	Person(s) to Issuer  10% Owner		ner			
(Last) 1001 FAI SUITE 4	NNIN	(First)		(Middle)			Date 4/01/2		liest Trans	saction (	Month	n/Day/Year)		X	Officer (give title below)  Chairman of the Board					
(Street)	ON T	ГХ		77002	4	. If Am	endme	ent, Date o	of Origin	al File	d (Month/Day	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting								
(City)	(	(State)		(Zip)												Person				
			Та	ble I - N	on-De	rivati	ve S	ecur	ities Ac	quire	d, Di	sposed o	f, or Be	nefic	ially	Owned				
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Ye		Year) Execu		A. Deemed xecution Date, any lonth/Day/Year)	3. Transa Code ( 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 a			id 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct Ir ndirect B r. 4) O	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
										Code	v	Amount	(A) or (D)	A) or D) Price		Transacti	Transaction(s) (Instr. 3 and 4)			,
Common	Stock <sup>(1)</sup>				04/0	1/200	4			M		300,000	A	\$15	.5625	547,	,840	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		10,000	D	\$	30	537,	,840	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		3,000	D	\$3	0.01	534,	,840	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		4,300	D	\$3	0.02	530,	,540	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		9,400	D	\$3	0.03	521,	,140	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		1,500	D	\$3	0.04	519,	,640	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		900	D	\$3	0.05	518,	,740	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		4,500	D	\$3	0.06	514,	,240	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		2,800	D	\$3	0.07	511,	,440	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		600	D	\$3	0.08	510,	,840	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		5,300	D	\$3	30.1	505,	,540	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		700	D	\$3	0.11	504,	,840	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		100	D	\$3	0.12	504,	,740	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		900	D	\$3	0.13	503,	,840	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		500	D	\$3	0.14	503,	,340	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		1,900	D	\$3	0.16	501,	,440	]	D	
Common	Stock <sup>(1)</sup>				04/01/2004		4			S		7,400	D	D \$30.17		494,040		D		
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		3,900	D	\$3	0.18	490,	,140	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		1,800	D	\$3	0.19	488,	,340	]	D	
Common	Stock(1)				04/0	1/200	4			S		18,200	D	\$3	30.2	470,	,140	]	D	
Common	Stock <sup>(1)</sup>				04/0	1/200	4			S		2,400	D	\$3	0.21	467,	,740	]	D	
Common Stock <sup>(1)</sup>					04/0	04/01/2004						100	D	\$3	0.22	467,640		]	D	
Common Stock <sup>(1)</sup>					04/0	01/2004				S		1,000 D \$3		0.24	466,640		]	D		
				Table II								posed of, convertil				wned				
Derivative Conversion Dat		Date	(Month/Day/Year) if any		eemed 4. ution Date, Tran		5. Number of Derivative Securities Acquired (A or Dispose of (D) (Instr. 3, 4 and 5)		umber of vative urities uired (A) isposed i) (Instr.	-	Exercion Da	isable and te	7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		unt	Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported	s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
						Code	v	(A) (D)		Date Exercis	able	Expiration Date	Amo or Num Title of Sh		ber	Transacti (Instr. 4)				

	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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		Deri Sec Acq or D of (E	umber of vative urities uired (A) isposed D) (Instr. and 5)	6. Date Exerci Expiration Dat (Month/Day/Ye	te	7. Title and of Securiti Underlying Derivative (Instr. 3 ar	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$15.5625	04/01/2004		М			300,000	11/11/1999 <sup>(2)</sup>	11/11/2009	Common Stock	300,000	\$15.5625	799,740	D	

## **Explanation of Responses:**

- 1. Option exercised and shares sold pursuant to Mr. Myers' Rule 10b5-1 Sales Plan.
- 2. Granted pursuant to the Company's 1993 Stock Incentive Plan. Options vest as follows: (i) 111,111 options vest on November 11, 1999, (ii) 222,222 options vest on November 10, 2001, (iii) 283,333 options vest on November 10, 2002, (iv) 172,222 options vest on November 10, 2003, and (v) 61,112 options vest on November 10, 2004.

## Remarks:

A. Maurice Myers 04/05/2004

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.

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