### Edgar Filing: WOOLWORTH RICHARD L - Form 4

#### WOOLWORTH RICHARD L

Form 4

\$3-1/6 par

value

December 16, 2004

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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549						OMMISSION	OMB Number:	3235-0287		
Check th if no long subject to Section 1	this box onger t to 16.  STATEMENT OF CHANGES IN BENEFICIAL OWNERSH SECURITIES						ERSHIP OF	Expires: Estimated a burden hou	rs per	
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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							response	0.5		
(Print or Type I	Responses)									
1. Name and A WOOLWO	L Symbo					5. Relationship of Reporting Person(s) to Issuer				
						(Check all applicable)				
(Last) (First) (Middle)			(Month/Day/Year)				X Director 10% Owner Officer (give title Other (specify below)			
THE REGE 1071 M.S. I	NCE GROUP, P. E15A	O. BOX 12/15	/2004			·	,	0010 11)		
	(Street)		nendment, D Ionth/Day/Yea	_	1		6. Individual or Joi Applicable Line) _X_ Form filed by O			
PORTLANI	D, OR 97207-107	'1					Form filed by M Person			
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative	Secur	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		(D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock, \$3-1/6 par value			Code V	Amount	(D)	Price	(Instr. 3 and 4) 3,300.307	D		
Common Stock, \$3-1/6 par	12/15/2004		A	30.216	A	\$ 33.095	7,936.884	I	See Footnote	

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

(1)

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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 control number.

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and	4)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amoi		
									uiit	
						Date	Expiration	Of Title Numb	h.a.u	
						Exercisable	Date	Title Numl	ber	
				C-J- V	(A) (D)			of		
				Coue v	(A) (D)			Share	es	

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh	ips
	Director	100% Oxymor	Officer

Other

WOOLWORTH RICHARD L THE REGENCE GROUP P.O. BOX 1071 M.S. E15A PORTLAND, OR 97207-1071

X

### **Signatures**

C.J. Rue,

12/16/2004 Attorney-in-Fact \*\*Signature of Reporting Date Person

# **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) Shares have been credited to reporting person's account under the issuer's Directors Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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