### Edgar Filing: WATSON NOEL G - Form 4

WATCON NOEL C

Form 4	IOEL G										
March 08, 20											
FORM	<b>14</b> UNITED	) STATES					NGE C	OMMISSION	OMB OMB Number:	PROVAL 3235-0287	
Check th if no long	oer										
subject to Section 1 Form 4 c	16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								verage rs per 0.5	
Form 5 obligatio may cont <i>See</i> Instr 1(b).	ns Section 17	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									
(Print or Type ]	Responses)										
1. Name and Address of Reporting Person <u>*</u> WATSON NOEL G			Symbol	r Name <b>and</b> S ENGIN			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		INC /D	e/ [Jec]								
(Last) (First) (Middle) 11111 S. ARROYO PARKWAY			3. Date of (Month/D 03/07/2	•	ransaction			_X_ Director10% Owner _X_ Officer (give title Other (specify below) below) Chief Executive Officer			
				ndment, Da nth/Day/Year	-			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PASADEN	A, CA 91105							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	ly Owned	
(Instr. 3) any			ned 3. 4. Securities Acquired n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)					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	03/07/2005			М	66,470	А	\$ 15.97	583,189	D		
Common Stock	03/07/2005			F	42,384	D	\$ 56.4	540,805	D		

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

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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 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. Transactic Code (Instr. 8)	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 15.97	03/07/2005		М		66,470	03/26/1999	03/26/2008	Common Stock	66,470

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WATSON NOEL G 1111 S. ARROYO PARKWAY PASADENA, CA 91105	Х		Chief Executive Officer				
Signatures							
Geoffrey P. Sanders, by Power of Attorney		03/08/2005					

Date

## **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) The price of the stock options is zero.

\*\*Signature of Reporting Person

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.