FORM 4

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

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden
hours per response: 0.5

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

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*  MURRAY MICHAEL W                       |         |            |                                 |       | suer Name <b>and</b> Tick                                   |   |        |  |                 | Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner |  |  |   |  |
|--|---------|------------|---------------------------------|-------|---|---|--------|--|-----------------|--|--|--|---|--|
|  |         |            |                                 | 3. Da | ate of Earliest Trans                                       | saction (M                              | lonth  | /Day/Year)                             | ٦,,,            | Officer (give title  |  | % Owner<br>ner (specify                                |   |  |
| (Last)   | (First) | (Middle)   |                                 | 08/1  | 15/2005   |   |        |  |                 | X  | below)   | below  |   |  |
| 1803 GEARS ROAD  |         |            |                                 |       |   |   |        |  |                 | VP - Huma  | n Resources  |  |   |  |
| (Street)   |         |            |                                 |       | Amendment, Date   | of Origina                              | l File | d (Month/Day                           | 6. Ind<br>Line) | ividual or Joint/Grou  | p Filing (Check  | Applicable   |   |  |
| (Street) HOUSTON TX 77067  |         |            |                                 |       |   |   |        |  | X               | Form filed by One  | e Reporting Per  | son  |   |  |
| (City)   | (State) | (Zip)      |                                 |       |   |   |        |  |                 | Form filed by Mor<br>Person  | re than One Re <sub>l</sub>                                      | oorting  |   |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |         |            |                                 |       |   |   |        |  |                 |  |  |  |   |  |
| Date   |         |            | 2. Transaction Date (Month/Day/ |       | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) |        | 4. Securities<br>Disposed Of<br>and 5) |                 |  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |
|  |         |            |                                 |       |   | Code                                    | v      | Amount                                 | (A) or<br>(D)   | Price  | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   | (Instr. 4)   | (Instr. 4)  |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | M                                       |        | 32,553                                 | A               | \$13.27  | 83,368   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 1,200                                  | D               | \$39.72  | 82,168   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 700                                    | D               | \$39.73  | 81,468   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 100                                    | D               | \$39.74  | 81,368   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 700                                    | D               | \$39.75  | 80,668   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 300                                    | D               | \$39.76  | 80,368   | D  |   |  |
| Common Stock   |         |            | 08/15/2005                      |       |   | S                                       |        | 100                                    | D               | \$39.8   | 80,268   | D  |   |  |
| Common Stock   |         | 08/15/2005 |                                 |       | S   |   | 200    | D                                      | \$39.81         | 80,068   | D  |  |   |  |
| Common Stock   |         |            | 08/15/2005                      |       |   | S                                       |        | 300                                    | D               | \$39.82  | 79,768   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 400                                    | D               | \$39.83  | 79,368   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 400                                    | D               | \$39.84  | 78,968   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 1,200                                  | D               | \$39.85  | 77,768   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 1,800                                  | D               | \$39.86  | 75,968   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 100                                    | D               | \$39.87  | 75,868   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 700                                    | D               | \$39.88  | 75,168   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 700                                    | D               | \$39.89  | 74,468   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 300                                    | D               | \$39.9   | 74,168   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 300                                    | D               | \$39.91  | 73,868   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 200                                    | D               | \$39.92  | 73,668   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 200                                    | D               | \$39.93  | 73,468   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 200                                    | D               | \$39.94  | 73,268   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 200                                    | D               | \$39.95  | 73,068   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 500                                    | D               | \$39.96  | 72,568   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 500                                    | D               | \$39.97  | 72,068   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 600                                    | D               | \$39.98  | 71,468   | D  |   |  |
| Common Stock   |         |            | 08/15/20                        | 05    |   | S                                       |        | 300                                    | D               | \$39.99  | 71,168   | D  |   |  |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |   |   |   |        |               |         |   |  |   |  |  |  |
|--|--|---|---|---|--------|---------------|---------|---|--|---|--|--|--|
| 1. Title of Security (Instr. 3)  | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) |   |        |               |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned         | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |  |  |
|  |  |   | Code                                    | v | Amount | (A) or<br>(D) | Price   | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (Instr. 4)   | (Instr. 4)  |  |  |  |
| Common Stock   | 08/15/2005                                 |   | S                                       |   | 2,700  | D             | \$40    | 68,468  | D  |   |  |  |  |
| Common Stock   | 08/15/2005                                 |   | S                                       |   | 600    | D             | \$40.01 | 67,868  | D  |   |  |  |  |
| Common Stock   | 08/15/2005                                 |   | S                                       |   | 700    | D             | \$40.02 | 67,168  | D  |   |  |  |  |

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

|   | (e.g., puis, cans, warrants, options, conventible securities)         |  |   |   |   |     |        |  |                    |   |  |  |  |   |  |
|---|---|--|---|---|---|-----|--------|--|--------------------|---|--|--|--|---|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code (Instr.<br>8) |   | of  |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |  | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code                                    | v | (A) | (D)    | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |  |  |   |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$13.27   | 08/15/2005                                 |   | М                                       |   |     | 32,553 | 01/02/2002   | 03/22/2009         | Common<br>Stock   | 32,553                                 | \$0  | 0.00   | D   |  |

## Explanation of Responses:

## Remarks:

A second form is following to complete the filing. The maximum number of transactions (30) was included on this form.

By: By: James L. Marvin, by
Power of Attorney

08/16/2005

\*\* Signature of Reporting Person Date

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

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.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).