FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| | | 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).

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* FERRARI ANDREW U | | | | | | er Name and Tick X CO INC [| | | Symbol | | | Check all ap | | g Person(s) to Is | | | | | |
|--|---------------|---------|------------|--|--|---------------------------------------|---|---|---------|---|---|--------------|---|---|---|--|--|--|--|
| (Last) 828 ARM | (I IISTEAD | First) | (| Middle) | | 3. Date 10/22 | of Earliest Transa /2003 | action (M | lonth/[| Day/Year) | | | Offi belo | cer (give title ow) | | Other (specify below) | | | |
| (Street) | ESTER V | ⁄A | 2 | 22601 | | 4. If An | nendment, Date of | Original | Filed | (Month/Da | y/Year) | | 6. 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) | | | | | | | | | | rson | | | | | |
| | | | Tabl | e I - Nor | n-Deriv | ative S | ecurities Acq | uired, | Dis | posed o | f, or Ben | efici | ally Own | ed | | | | | |
| 1. Title of S | Security (In: | str. 3) | | | 2. Transaction Date (Month/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired Disposed Of (D) (Instr. 5) | | | nd Secu Bene Own | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | | | | | Code | v | Amount | (A) or (D) | Price | Trans | saction(s) r. 3 and 4) | | (Instr. 4) | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$33 | 3.2 1,2 | 248,437(1) | D | | | | |
| Common Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$33 | .38 1,2 | 248,337(1) | D | | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 200 | D | \$33 | .03 1,2 | 248,137(1) | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$33 | .06 1,2 | 248,037(1) | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$32 | .89 1,2 | 247,937(1) | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$32 | .85 1,2 | 247,837 ⁽¹⁾ | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$3 | 3 1,2 | 247,737 ⁽¹⁾ | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$33 | .01 1,2 | 247,637 ⁽¹⁾ | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 150 | D | \$33 | .16 1,2 | 247,487 ⁽¹⁾ | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$32 | 2.9 1,2 | 247,387 ⁽¹⁾ | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$33 | .14 1,2 | 247,287(1) | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$33 | 3.2 1,2 | 247,187 ⁽¹⁾ | D | | | | |
| | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$33 | .38 1,2 | 247,087 ⁽¹⁾ | D | | | | | | | |
| Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$33 | .03 1,2 | 246,987(1) | D | | | | | | | |
| Common Stock | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D \$33. | | .07 1,2 | 246,887(1) | D | | | | | | | |
| Common Stock Commo | | | 10/22/2003 | | 10/22/2003 | S | | 100 | D | D \$32.8 | | 246,787(1) | D | | | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$32 | .82 1,2 | 246,687(1) | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$3 | 3 1,2 | 246,587(1) | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$33 | .01 1,2 | 246,487(1) | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$33 | .02 1,2 | 246,387(1) | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 150 | D | \$33 | .16 1,2 | 246,237(1) | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$32 | 2.9 1,2 | 246,137(1) | D | | | | |
| Common | Stock | | | | 10/22 | /2003 | 10/22/2003 | S | | 100 | D | \$33 | .14 1,2 | 246,037(1) | D | | | | |
| | | | Та | | | | urities Acqui ls, warrants, (| | | | | | y Owned | l | | | | | |
| | | n Date | | 3A. Deem Execution if any (Month/Da | ed Date, | 4. Transactic Code (Ins | 5. Number of | | xercis | able and | 7. Title and Amount of Securities Underlying Derivative Security (In and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number or derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |

| | | Та | ble II - Deriva (e.g., p | | | | | ired, Disp options, o | onvertib | | ı or | ſ | | | |
|---------------|------------------|----------------------------|--|------------------------|----------|----------------------------|-----------------|--|----------------------------------|------------------|---------------------------------------|-----------------------|--|------------------------------------|---------------------------------------|
| 1. Title of | 2. Conversion | 3. Transaction | 3A. Deemed | € ode Transa | | €A)Nu | m(100e)r | Expertise later of Expertise Description D | | | ef a©aldares | 8. Price of | 9. Number of derivative | 10. Ownership | 11. Nature |
| ESectamation | of Elespisas | e 6 Month/Day/Year) | if any p of 850 shares by wi or purposes of Sectio | Code (| Instr. | Deriv Secu | ative rities | (Month/Day/Y | (ear) | Securi Underl | ties | Security | Securities Beneficially deemed an admiss Owned | Form: Direct (D) or Indirect | Beneficial Ownership (Instr. 4) |
| person is the | Security owner | er of such securities f | or purposes of Sectio | n 16 or a | any othe | Dispo of (D) (Instr. | sed . 3, 4 | | <u>L</u> y | nn E. I | MacDona | l ld ing Person | Following Rer 10/24/200 Tra 10/24/200 (Instrate) | (I) (Instr. 4) | (iiisti. 4) |
| | l · | ſ | class of securities | | - | l/ned d | irectly | or indirectly. | | | | | | | |
| | ' | · | g person, see Instr | | | | | | | | | | | | |
| | | | acts constitute Fed | | | | | | | | | | | | |
| | | | hich must be manu | 1 ' " | | I' I | | | | 1 ' | | | | | |
| Persons wh | o respond to | the collection of | information conta | ined in Code | this fo | rm ar (A) | e not r (D) | equired to re Date Exercisable | spond unle Expiration Date | | offn displa Number of Shares | lys a currer | tly valid OMB I | lumber. | |