\Box

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL OMB Number: 3235-0287 Estima hours

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1. Name and Address of Reporting Person* <u>MONAHAN HAROLD F</u>					er Name and Ticke <u>X CO INC</u> [1			ymbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) 160 EXETER D	(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 08/02/2004							Officer (give title below) Exec VP and C	Other below	(specify)		
(Street) WINCHESTER	VA	22603-860	05	4. If An	nendment, Date of	Original	Filed	(Month/Day/Y	6. Indiv Line) X						
(City)	(State)	(Zip)								Form filed by Mo Person	re than One Rep	porting			
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date			2. Transac Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)						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)		(

			Coue	Ľ.	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	08/02/2004	08/02/2004	М		328	A	\$30.31	40,328	D	
Common Stock	08/02/2004	08/02/2004	М		100	A	\$30.31	40,428	D	
Common Stock	08/02/2004	08/02/2004	М		200	A	\$30.31	40,628	D	
Common Stock	08/02/2004	08/02/2004	М		200	A	\$30.31	40,828	D	
Common Stock	08/02/2004	08/02/2004	М		1,900	A	\$30.31	42,728	D	
Common Stock	08/02/2004	08/02/2004	М		300	A	\$30.31	43,028	D	
Common Stock	08/02/2004	08/02/2004	М		400	A	\$30.31	43,428	D	
Common Stock	08/02/2004	08/02/2004	М		200	A	\$30.31	43,628	D	
Common Stock	08/02/2004	08/02/2004	М		600	A	\$30.31	44,228	D	
Common Stock	08/02/2004	08/02/2004	М		100	A	\$30.31	44,328	D	
Common Stock	08/02/2004	08/02/2004	М		100	A	\$30.31	44,428	D	
Common Stock	08/02/2004	08/02/2004	М		500	Α	\$30.31	44,928	D	
Common Stock	08/02/2004	08/02/2004	М		100	Α	\$30.31	45,028	D	
Common Stock	08/02/2004	08/02/2004	М		1,500	A	\$30.31	46,528	D	
Common Stock	08/02/2004	08/02/2004	М		1,500	A	\$30.31	48,028	D	
Common Stock	08/02/2004	08/02/2004	М		300	A	\$30.31	48,328	D	
Common Stock	08/02/2004	08/02/2004	М		1,700	A	\$30.31	50,028	D	
Common Stock	08/02/2004	08/02/2004	М		3,500	A	\$30.31	53,528	D	
Common Stock	08/02/2004	08/02/2004	М		5,222	A	\$30.31	58,750	D	
Common Stock	08/02/2004	08/02/2004	М		634	A	\$24.2	59,384	D	
Common Stock	08/02/2004	08/02/2004	М		444	A	\$20	59,828	D	
Common Stock	08/02/2004	08/02/2004	М		1,500	A	\$ <mark>20</mark>	61,328	D	
Common Stock	08/02/2004	08/02/2004	М		1,000	A	\$ <mark>20</mark>	62,328	D	
Common Stock	08/02/2004	08/02/2004	М		1,500	A	\$ <mark>20</mark>	63,828	D	
Common Stock	08/02/2004	08/02/2004	М		3,300	Α	\$20	67,128	D	
Common Stock	08/02/2004	08/02/2004	М		4,571	Α	\$20	71,699	D	
Common Stock	08/02/2004	08/02/2004	М		829	A	\$35.95	72,528	D	
Common Stock	08/02/2004	08/02/2004	М		600	Α	\$35.95	73,128	D	
Common Stock	08/02/2004	08/02/2004	М		600	A	\$35.95	73,728	D	

	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)		of Deri Sec Acq (A) Disp of (I	oosed D) tr. 3, 4	Expiration Date (Month/Day/Year)		Date Amount of		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 Options (Right to buy)	\$20	08/02/2004	08/02/2004	М			444	02/21/2003	02/21/2012	Common Stock	444	\$0	24,186	D	
Stock Options (Right to buy)	\$20	08/02/2004	08/02/2004	М			1,500	02/21/2003	02/21/2012	Common Stock	1,500	\$0	22,686	D	
Stock Options (Right to buy)	\$20	08/02/2004	08/02/2004	М			1,000	02/21/2003	02/21/2012	Common Stock	1,000	\$0	21,686	D	
Stock Options (Right to buy)	\$20	08/02/2004	08/02/2004	М			1,500	02/21/2003	02/21/2012	Common Stock	1,500	\$0	20,186	D	
Stock Options (Right to buy)	\$20	08/02/2004	08/02/2004	м			3,300	02/21/2003	02/21/2012	Common Stock	3,300	\$0	16,886	D	
Stock Options (Right to buy)	\$20	08/02/2004	08/02/2004	м			4,571	02/21/2003	02/21/2012	Common Stock	4,571	\$0	12,315	D	
Stock Options (Right to buy)	\$24.2	08/02/2004	08/02/2004	М			634	02/23/2002	02/23/2011	Common Stock	634	\$0	212	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			328	10/01/2000	10/01/2010	Common Stock	328	\$0	24,672	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			100	10/01/2000	10/01/2010	Common Stock	100	\$0	24,572	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	м			200	10/01/2000	10/01/2010	Common Stock	200	\$0	24,372	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			200	10/01/2000	10/01/2010	Common Stock	200	\$0	24,172	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			1,900	10/01/2000	10/01/2010	Common Stock	1,900	\$0	22,272	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	м			300	10/01/2000	10/01/2010	Common Stock	300	\$0	21,972	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			400	10/01/2000	10/01/2010	Common Stock	400	\$0	21,572	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			200	10/01/2000	10/01/2010	Common Stock	200	\$0	21,372	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			600	10/01/2000	10/01/2010	Common Stock	600	\$0	20,772	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			100	10/01/2000	10/01/2010	Common Stock	100	\$0	20,672	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	м			100	10/01/2000	10/01/2010	Common Stock	100	\$0	20,572	D	

	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)	action Instr.	of		6. Date Exerc Expiration Da (Month/Day/N	e and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	erivative derivative ecurity Securities		11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			500	10/01/2000	10/01/2010	Common Stock	500	\$0	20,072	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			100	10/01/2000	10/01/2010	Common Stock	100	\$0	19,972	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			1,500	10/01/2000	10/01/2010	Common Stock	1,500	\$0	18,472	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			1,500	10/01/2000	10/01/2010	Common Stock	1,500	\$0	16,972	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			300	10/01/2000	10/01/2010	Common Stock	300	\$0	16,672	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			1,700	10/01/2000	10/01/2010	Common Stock	1,700	\$0	14,972	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			3,500	10/01/2000	10/01/2010	Common Stock	3,500	\$0	11,472	D	
Stock Options (Right to buy)	\$30.31	08/02/2004	08/02/2004	М			5,222	10/01/2000	10/01/2010	Common Stock	5,222	\$0	6,250	D	
Stock Options (Right to buy)	\$35.95	08/02/2004	08/02/2004	М			829	02/25/2004	02/25/2013	Common Stock	829	\$0	7,290	D	
Stock Options (Right to buy)	\$35.95	08/02/2004	08/02/2004	М			600	02/25/2004	02/25/2013	Common Stock	600	\$0	6,690	D	
Stock Options (Right to buy)	\$35.95	08/02/2004	08/02/2004	М			600	02/25/2004	02/25/2013	Common Stock	600	\$0	6,090	D	

Explanation of Responses:

<u>Lynn E MacDonald</u>

08/04/2004

** Signature of Reporting Person Date

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

 \ast 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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