

[illegible]

|                              |                |            |  |   |  |        |  |                |                |                 |        |         |                           |   |  |
|------------------------------|----------------|------------|--|---|--|--------|--|----------------|----------------|-----------------|--------|---------|---------------------------|---|--|
| Phantom Stock <sup>(4)</sup> | <sup>(1)</sup> | 07/01/2005 |  | A |  | 234.27 |  | <sup>(2)</sup> | <sup>(2)</sup> | Common<br>Stock | 234.27 | \$36.71 | 26,283.765 <sup>(3)</sup> | D |  |
|------------------------------|----------------|------------|--|---|--|--------|--|----------------|----------------|-----------------|--------|---------|---------------------------|---|--|

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |         |       |
|----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                  | Director      | 10% Owner | Officer | Other |
| GROSVENOR GILBERT M<br>7501 Wisconsin Avenue<br>15th Floor<br>Bethesda, MD 20814 | X             |           |         |       |

## Signatures

\_\_\_\_\_  
Scott V. Schneider, by Power of Attorney

\_\_\_\_\_  
07/06/2005

<sup>---</sup>Signature of Reporting Person

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) 1 for 1
- (2) Under the terms of the reporting person's Deferred Fee Agreement, payment of shares of the issuer's common stock commences at such time as the reporting person ceases to be a director of the issuer. Payment will be a lump sum upon termination of directorship.
- (3) Includes 308.934 shares (\$32.4950/share) awarded April 29, 2005 as dividend reinvestments on shares of phantom stock held by the reporting person pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and shares of phantom stock issued under the issuer's Deferred Compensation and Stock Plan for Directors.  
Pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and the Deferred Fee Agreement executed by the reporting person, the reporting person has elected to defer receipt of his
- (4) director's fees, and receive phantom stock, the amount of which is calculated as the quotient of the dollar value of fees deferred, divided by the fair market value of the issuer's shares on the date the phantom stock is received.

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.