# Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue.

See Instruction 1(b).

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 R KELLEY PAUL X		me <b>and</b> Ticker or Tr VTERS INC [BFS		ol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
7501 Wisconsin Aver	3. Date of Ear 01/03/2006	liest Transaction (M	onth/Day/Y	ear)		X_ Director 10% Owner Officer (give title below) Other (specify below)								
Bethesda, MD 20814	4. If Amendm	nent, Date of Origina	l Filed (Montl	h/Day	/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person								
(City)	(State)	(Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)		Γ	. Transaction Pate Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	n 2 1	Disposed (Instr. 3,	uired (A) or Follow		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Shares										13,155.274 <sup>(5)</sup>	D			
Common Shares										3,100	D			
Reminder: Report on a sep	parate line for each class	s of securities benef	icially owned dir	ectly or indirectly.						collection of information contained in this	-	1474 (9-02)		

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(e.g., puts, calls, warrants, options, convertible securities) 3A Doomad 5 Number of 6 Date Evereisable and 7 Title and Amount of

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Code (Instr. 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		(Instr. 5)	of Derivative Securities Beneficially Owned Following	Derivative	Beneficial Ownership (Instr. 4)
				Code	V	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	(Instr. 4)	
Stock Option	\$25.78							04/26/2004	04/26/2014	Common Stock	2,500		2,500	D	

Stock Option	\$33.22					05/06/2005	05/06/2015	Common Stock	2,500		2,500	D	
Phantom Stock <sup>(1)</sup>	<u>(2)</u>	01/03/2006	A	259.96	4	(3)	(3)	Common Stock	259.964	\$37.89	7,754.888 (4)	D	

# **Reporting Owners**

D (1 0 N (A))	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
KELLEY PAUL X 7501 Wisconsin Avenue 15th Floor Bethesda, MD 20814	X								

## **Signatures**

Scott V. Schneider, by Power of Attorney

\*\*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).
- 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 (1) 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.
- **(2)** 1 for 1
- (3) Under the terms of the reporting person's Deferred Fee Agreement, payment of shares of the issuer's common stock commences the earlier of 01/01/2010, or such time as the reporting person ceases to be a director of the issuer. Payment is made in equal annual installments over a period of 5 years starting on the date of the initial payment.
- (4) Includes 91.588 shares (\$33.9500/share) awarded October 31, 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.
- (5) Balance increased by October 31, 2005 Dividend Reinvestment Plan award of 160.757 shares.

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.