

[illegible]

Stock Option	\$33.22	05/06/2005		A			2,500	05/06/2005	05/06/2015	Common Stock	2,500	\$33.22	2,500	D	
Phantom Stock ⁽²⁾	⁽³⁾							⁽⁴⁾	⁽⁴⁾	Common Stock	309.749		6,733.83 ⁽⁵⁾	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

05/10/2005

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).

- Balance increased by April 29, 2005 Dividend Reinvestment Plan award of 150.074 shares.
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
- director's fees, and recieve 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.
- 1 for 1
- 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.
- Includes 76.412 shares (\$32.3980/share) awarded January 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.

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.