# 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

OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2008

0.5

Estimated average burden hours per response...

#### 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 ReKELLEY PAUL X |                           | me <b>and</b> Ticker or Ti |  | ol  |                    |                                    | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |                         |              |   |       |   |
| 7501 Wisconsin Avenu                   | 3. Date of Ear 04/01/2005 | liest Transaction (M       | Ionth/Day/Y  | ear)  | l                  | Officer (give title below) Other ( | Owner<br>(specify below)  |                         |              |   |       |   |
| Bethesda, MD 20814                     | 4. If Amendm              | nent, Date of Origina      | al Filed (Mont   | h/Day   | 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 Person |                         |              |   |       |   |
| (City)                                 | (State)                   | (Zip)                      | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |                    |                                    |   |                         |              |   |       |   |
| 1.Title of Security (Instr. 3)         |                           | I                          | 2. Transaction<br>Date<br>Month/Day/Year)  | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Code<br>(Instr. 8) | n                                  | 4. Securi<br>Acquired<br>Disposed<br>(Instr. 3,   | (A) d of ( 4 an  (A) or | (D)<br>(d 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Form: | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common Shares                          |                           |                            |  |   |                    |                                    |   |                         |              | 12,504.212 <sup>(1)</sup>   | D     |   |
| Common Shares                          |                           |                            |  |   |                    |                                    |   |                         |              | 3,100   | D     |   |
| Reminder: Report on a sepa             | arate line for each clas  | s of securities bene       | ficially owned dir   | ectly or indirectly.  | Persons            | who                                | o respo   | nd t                    | o the        | collection of information contained in thi  | s SEC | 1474 (9-02)   |

form are not required to respond unless the form displays a currently valid OMB control number.

(e.g., puts, calls, warrants, options, convertible securities) 2 A D of 6 Data Ev 7 Title

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

| (Instr. 3)   |         | ative | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Code |   | 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 | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------|---------|-------|---|------|---|------------|--|--|--------------------|---|----------------------------------|------------|---|------------|--|
|              |         |       |   | Code | v | (A)        |  | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |            | Transaction (s) (Instr. 4)                            | (Instr. 4) |  |
| Stock Option | \$25.78 |       |   |      |   |            |  | 04/26/2004   | 04/26/2014         | Common<br>Stock   | 2,500                            |            | 2,500   | D          |  |
|              |         |       |   |      |   |            |  |  |                    |   |                                  |            |   |            |  |

| Phantom Stock (2) | (3) | 04/01/2005 |  | A |  | 309.749 |  | <u>(4)</u> | <u>(4)</u> | Common<br>Stock | 309.749 | \$31.8 | 6,733.83<br>(5) | D |  |  |
|-------------------|-----|------------|--|---|--|---------|--|------------|------------|-----------------|---------|--------|-----------------|---|--|--|
|-------------------|-----|------------|--|---|--|---------|--|------------|------------|-----------------|---------|--------|-----------------|---|--|--|

### **Reporting Owners**

| D ( O N (A))   | Relationships |           |         |       |  |  |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|--|--|
| Reporting Owner Name / Address   | Director      | 10% Owner | Officer | Other |  |  |  |  |  |
| KELLEY PAUL X<br>7501 Wisconsin Avenue<br>15th Floor<br>Bethesda, MD 20814 | X             |           |         |       |  |  |  |  |  |

## **Signatures**

| Scott V. Schneider, by Power of Attorney | 04/05/2005 |
|--|------------|
| **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) Balance increased by January 31, 2005 Dividend Reinvestment Plan award of 148.733 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 (2) 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.
- (3) 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.