SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person <sup>*</sup><br>Meden Scott A                                                |                                                                                                                                                              |                                                                                                                                                    | 2. Date of Event<br>Requiring Statement<br>(Month/Day/Year)<br>01/16/2006                                                                         |                                                                                                                                                                | 3. Issuer Name and Ticker or Trading Symbol <u>NORDSTROM INC</u> [ JWN ]                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                        |                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                             |
|----------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| (Last) (First) (Middle)<br>C/O NORDSTROM, INC.<br>1700 SEVENTH AVENUE                                                |                                                                                                                                                              |                                                                                                                                                    |                                                                                                                                                   |                                                                                                                                                                | 4. Relationship of Reporting Person(s) to Iss<br>(Check all applicable)<br>Director 10% Ow<br>X Officer (give title Other (s<br>below)<br>Executive Vice President                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                        | er<br>cify 6.<br>Ap                                                                                                                                                                         | <ul> <li>5. If Amendment, Date of Original Filed<br/>(Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (Check<br/>Applicable Line)</li> <li>X Form filed by One Reporting Person</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                             |
| (Street)<br>SEATTLE                                                                                                  | ,                                                                                                                                                            |                                                                                                                                                    |                                                                                                                                                   |                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                        |                                                                                                                                                                                             | Form filed by More than One<br>Reporting Person                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                             |
| (City)                                                                                                               | (State)                                                                                                                                                      | (Zip)                                                                                                                                              |                                                                                                                                                   |                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                        |                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                             |
|                                                                                                                      |                                                                                                                                                              |                                                                                                                                                    | Table I - Nor                                                                                                                                     | n-Derivat                                                                                                                                                      | ive Securities Beneficial                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | ly Owned                                                                                                                                                               |                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                             |
| 1. Title of Security (Instr. 4)                                                                                      |                                                                                                                                                              |                                                                                                                                                    |                                                                                                                                                   |                                                                                                                                                                | 2. Amount of Securities<br>Beneficially Owned (Instr. 4)                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 3. Ownersh<br>Form: Direc<br>or Indirect<br>(Instr. 5)                                                                                                                 | cṫ(D) (Ins                                                                                                                                                                                  | (D) (Instr. 5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                             |
| Common Stock                                                                                                         |                                                                                                                                                              |                                                                                                                                                    |                                                                                                                                                   |                                                                                                                                                                | 759                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | D                                                                                                                                                                      |                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                             |
| Common Stock                                                                                                         |                                                                                                                                                              |                                                                                                                                                    |                                                                                                                                                   |                                                                                                                                                                | 2,664                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | I                                                                                                                                                                      |                                                                                                                                                                                             | By 401(k) Plan, per Plan statement<br>dated 12/31/05                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                             |
|                                                                                                                      |                                                                                                                                                              | (                                                                                                                                                  |                                                                                                                                                   |                                                                                                                                                                | e Securities Beneficially<br>ints, options, convertible                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                        | s)                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 1                                                           |
| 1. Title of Derivative Security (Instr. 4)                                                                           |                                                                                                                                                              |                                                                                                                                                    | 2. Date Exercisable an<br>Expiration Date<br>(Month/Day/Year)                                                                                     |                                                                                                                                                                | ad 3. Title and Amount of Securities<br>Underlying Derivative Security (Instr. 4)                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                        | 4.<br>Conversio                                                                                                                                                                             | 5.<br>Ownership<br>Form:<br>Direct (D)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|                                                                                                                      |                                                                                                                                                              |                                                                                                                                                    | (wonth/Day/                                                                                                                                       | Year)                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                        | or Exercise                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                             |
|                                                                                                                      |                                                                                                                                                              |                                                                                                                                                    | Date<br>Exercisable                                                                                                                               | Year)<br>Expiratior<br>Date                                                                                                                                    | Title                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Amount<br>or<br>Number<br>of<br>Shares                                                                                                                                 | or Exercise<br>Price of<br>Derivative<br>Security                                                                                                                                           | e Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                             |
| Employee St                                                                                                          | ock Option (ri                                                                                                                                               | ght to buy)                                                                                                                                        | Date                                                                                                                                              | Expiratior                                                                                                                                                     | Title                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | or<br>Number<br>of                                                                                                                                                     | Price of<br>Derivative                                                                                                                                                                      | Direct (D)<br>or Indirect                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                             |
|                                                                                                                      | ock Option (rig                                                                                                                                              |                                                                                                                                                    | Date<br>Exercisable                                                                                                                               | Expiration<br>Date                                                                                                                                             | Title       Common Stock                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | or<br>Number<br>of<br>Shares                                                                                                                                           | Price of<br>Derivative<br>Security                                                                                                                                                          | Direct (D)<br>or Indirect<br>(I) (Instr. 5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                             |
| Employee St                                                                                                          |                                                                                                                                                              | ght to buy)                                                                                                                                        | Date<br>Exercisable                                                                                                                               | Expiration<br>Date<br>05/19/2008                                                                                                                               | Title       Common Stock       Common Stock                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | or<br>Number<br>of<br>Shares<br>3,556                                                                                                                                  | Price of<br>Derivative<br>Security<br>16.969                                                                                                                                                | Direct (D)<br>or Indirect<br>(I) (Instr. 5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                             |
| Employee St<br>Employee St                                                                                           | cock Option (ri                                                                                                                                              | ght to buy)<br>ght to buy)                                                                                                                         | Date<br>Exercisable (1) (2)                                                                                                                       | Expiratior<br>Date<br>05/19/2008<br>05/19/2008                                                                                                                 | Title       Common Stock       Common Stock       Common Stock                                                                                                                                                                                                                                                                                                                                                                                                                                               | or<br>Number<br>of<br>Shares<br>3,556<br>3,000                                                                                                                         | Price of<br>Derivative<br>Security<br>16.969<br>16.969                                                                                                                                      | Direct (D)<br>or Indirect<br>(I) (Instr. 5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                             |
| Employee St<br>Employee St<br>Employee St                                                                            | cock Option (ri                                                                                                                                              | ght to buy)<br>ght to buy)<br>ght to buy)                                                                                                          | Date<br>Exercisable (1) (2) (3)                                                                                                                   | Expiration<br>Date<br>05/19/2008<br>05/19/2008<br>11/17/2008                                                                                                   | Title       Common Stock       Common Stock       Common Stock       Common Stock       Common Stock                                                                                                                                                                                                                                                                                                                                                                                                         | or<br>Number<br>Shares           3,556           3,000           1,914                                                                                                 | Price of<br>Derivative<br>Security<br>16.969<br>16.969<br>17.125                                                                                                                            | Direct (D)<br>or Indirect<br>(I) (Instr. 5)<br>D<br>D<br>D                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                             |
| Employee St<br>Employee St<br>Employee St<br>Employee St                                                             | cock Option (rig<br>cock Option (rig<br>cock Option (rig                                                                                                     | ght to buy)<br>ght to buy)<br>ght to buy)<br>ght to buy)                                                                                           | Date<br>Exercisable           (1)           (2)           (3)           (4)                                                                       | Expiration<br>Date<br>05/19/2008<br>05/19/2008<br>11/17/2008<br>02/25/2009                                                                                     | Title       Common Stock       Common Stock       Common Stock       Common Stock       Common Stock       Common Stock                                                                                                                                                                                                                                                                                                                                                                                      | or<br>Number<br>Shares<br>3,556<br>3,000<br>1,914<br>3,944                                                                                                             | Price of<br>Derivative<br>Security           16.969           16.969           17.125           19.782                                                                                      | Direct (D)<br>or Indirect<br>(I) (Instr. 5)<br>D<br>D<br>D<br>D<br>D                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                             |
| Employee St<br>Employee St<br>Employee St<br>Employee St<br>Employee St                                              | cock Option (rig<br>cock Option (rig<br>cock Option (rig<br>cock Option (rig                                                                                 | ght to buy)<br>ght to buy)<br>ght to buy)<br>ght to buy)<br>ght to buy)                                                                            | Date<br>Exercisable           (1)           (2)           (3)           (4)           (5)                                                         | Expiration<br>Date<br>05/19/2008<br>05/19/2008<br>11/17/2008<br>02/25/2009<br>02/25/2009                                                                       | Title       Common Stock                                                                                                                                                                                                                                                                                                                                                                   | or<br>Number<br>Shares           3,556           3,000           1,914           3,944           4,732                                                                 | <ul> <li>Price of<br/>Derivative<br/>Security</li> <li>16.969</li> <li>16.969</li> <li>17.125</li> <li>19.782</li> <li>19.781</li> </ul>                                                    | Direct (D)<br>or Indirect<br>(I) (Instr. 5)<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                             |
| Employee St<br>Employee St<br>Employee St<br>Employee St<br>Employee St<br>Employee St                               | cock Option (rig<br>cock Option (rig<br>cock Option (rig<br>cock Option (rig<br>cock Option (rig                                                             | ght to buy)<br>ght to buy)<br>ght to buy)<br>ght to buy)<br>ght to buy)<br>ght to buy)                                                             | Date<br>Exercisable           (1)           (2)           (3)           (4)           (5)           (6)                                           | Expiration<br>Date<br>05/19/2008<br>05/19/2008<br>11/17/2008<br>02/25/2009<br>02/25/2009<br>02/25/2009                                                         | Title       Common Stock                                                                                                                                                                                                                                                                                                          | or<br>Number<br>Shares           3,556           3,000           1,914           3,944           4,732           1,768                                                 | <ul> <li>Price of Derivative Security</li> <li>16.969</li> <li>16.969</li> <li>17.125</li> <li>19.782</li> <li>19.781</li> <li>12.938</li> </ul>                                            | Direct (D)<br>or Indirect<br>(I) (Instr. 5)<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                             |
| Employee St<br>Employee St<br>Employee St<br>Employee St<br>Employee St<br>Employee St                               | cock Option (rig<br>cock Option (rig<br>cock Option (rig<br>cock Option (rig<br>cock Option (rig<br>cock Option (rig                                         | ght to buy)<br>ght to buy)<br>ght to buy)<br>ght to buy)<br>ght to buy)<br>ght to buy)<br>ght to buy)                                              | Date<br>Exercisable           (1)           (2)           (3)           (4)           (5)           (6)           (7)                             | Expiration<br>D5/19/2008<br>05/19/2008<br>11/17/2008<br>02/25/2009<br>02/25/2009<br>05/16/2010<br>11/21/2010                                                   | Title       Common Stock                                                                                                                                                                                                                              | or<br>Number<br>Shares           3,556           3,000           1,914           3,944           4,732           1,768           1,424                                 | Price of<br>Derivative<br>Security           16.969           16.969           17.125           19.782           19.781           12.938           8.031                                    | Direct (D)<br>or Indirect<br>(I) (Instr. 5)<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                             |
| Employee St<br>Employee St<br>Employee St<br>Employee St<br>Employee St<br>Employee St<br>Employee St                | cock Option (rig<br>cock Option (rig<br>cock Option (rig<br>cock Option (rig<br>cock Option (rig<br>cock Option (rig<br>cock Option (rig                     | ght to buy)<br>ght to buy)                               | Date<br>Exercisable           (1)           (2)           (3)           (4)           (5)           (6)           (7)           (8)               | Expiration<br>Date<br>05/19/2008<br>05/19/2008<br>11/17/2008<br>02/25/2009<br>02/25/2009<br>02/25/2009<br>02/25/2009<br>02/25/2009<br>02/25/2009<br>02/25/2009 | Title       Common Stock                                                                                                                                                                                        | or<br>Number<br>Shares           3,556           3,000           1,914           3,944           4,732           1,768           1,424           4,758                 | Price of<br>Derivative<br>Security           16.969           16.969           17.125           19.782           19.781           12.938           8.031           9.5                      | Direct (D)<br>or Indirect<br>(I) (Instr. 5)<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D<br>D                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                             |
| Employee St<br>Employee St<br>Employee St<br>Employee St<br>Employee St<br>Employee St<br>Employee St<br>Employee St | cock Option (rig<br>cock Option (rig | ght to buy)<br>ght to buy) | Date<br>Exercisable           (1)           (2)           (3)           (4)           (5)           (6)           (7)           (8)           (9) | Expiration<br>Date<br>05/19/2008<br>05/19/2008<br>11/17/2008<br>02/25/2009<br>02/25/2009<br>05/16/2010<br>11/21/2010<br>02/27/2011                             | Title       Image: Title       Image: Common Stock       Image: Common Stock | or<br>Number<br>Shares           3,556           3,000           1,914           3,944           4,732           1,768           1,424           4,758           7,256 | <ul> <li>Price of Derivative Security</li> <li>16.969</li> <li>16.969</li> <li>17.125</li> <li>19.782</li> <li>19.781</li> <li>12.938</li> <li>8.031</li> <li>9.5</li> <li>12.68</li> </ul> | <ul> <li>Direct (D) or Indirect (I) (Instr. 5)</li> <li>D</li> <li< td=""><td></td></li<></ul> |                                                             |

1. Option vested and became exercisable in four equal annual installments commencing 5/19/99.

2. Option vested and became exercisable in four equal annual installments commencing 5/19/99.

3. Option vested and became exercisable in four equal annual installments commencing 11/17/99.

4. Exercisable during the first five years from the date of the grant when the issuer's stock sustained an average price for at least 20 consecutive market days as follows: 20% at an average price of \$55; 35% at an average price of \$67; and 45% at an average price of \$80. Thereafter, all unvested options are automatically exercisable 8 years from the date of grant.

5. Option vested and became exercisable in four equal annual installments commencing 2/25/00.

6. Option vested and became exercisable in four equal annual installments commencing 5/16/01.

7. Option vested and became exercisable in four equal annual installments commencing 11/21/01.

8. Option vested and became exercisable in four equal annual installments commencing 2/27/02.

9. Option vested and became exercisable in four equal annual installments commencing 2/25/03.

10. Option vested and became exercisable in four equal annual installments commencing 2/18/04.

11. Option vested and became exercisable in four equal annual installments commencing 2/25/05. 12. Option vests and becomes exercisable in four equal annual installments commencing 2/23/06.

**Remarks:** 

/s/ Duane E. Adams, Attorney- 01/25/2006

in-Fact for Scott A. Meden

\*\* 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.