

GROUP 1 AUTOMOTIVE INC
Form SC 13D/A
December 11, 2006

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)

Group 1 Automotive, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

398905109

(CUSIP Number)

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918-586-5711

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 1, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provision of the Act (however, see the Notes.)

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Robert E. Howard, II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP

- (a) ..
- (b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF SHARES 812,845
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 0
9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 457,845
10 SHARED DISPOSITIVE POWER

355,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

812,845

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.4%

14 TYPE OF REPORTING PERSON

IN

ITEM 1. SECURITY AND ISSUER

This Amendment No. 4 to Schedule 13D (Amendment No. 4) amends the Schedule 13D filed on November 13, 1997, as amended by Amendment No. 1 to Schedule 13D filed on November 24, 2004, as further amended by Amendment No. 2 to Schedule 13D filed on December 9, 2005, as further amended by Amendment No. 3 to Schedule 13D filed on June 15, 2006 (as amended, the Schedule 13D), by the reporting person and relates to the common stock, par value \$.01 per share (the Common Stock) of Group 1 Automotive, Inc., a Delaware corporation (the Issuer). Those items of the Schedule 13D for which there has been no change in the information previously reported are omitted from this Amendment No. 4.

ITEM 2. IDENTITY AND BACKGROUND

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

ITEM 4. PURPOSE OF TRANSACTION

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) Mr. Howard is now the beneficial owner of 812,845 shares of Common Stock. The Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006, reports that there were 24,089,584 shares of Common Stock outstanding as of October 31, 2006. Mr. Howard is therefore currently the beneficial owner of 3.4% of the total issued and outstanding shares of Common Stock.

(b) The responses of Mr. Howard to Items 7-11 of the cover page of this Amendment No. 4 are incorporated herein by reference.

(c) The following transactions were effected on the open market during the past sixty days:

| DATE OF DISPOSITION | SHARES | | PRICE |
|---------------------|----------|---------|----------|
| | DISPOSED | BY SALE | |
| 11-1-06 | 100 | | \$ 54.16 |
| 11-1-06 | 50 | | \$ 54.15 |
| 11-1-06 | 50 | | \$ 54.13 |
| 11-1-06 | 450 | | \$ 54.12 |
| 11-1-06 | 100 | | \$ 54.11 |
| 11-1-06 | 500 | | \$ 54.10 |
| 11-1-06 | 350 | | \$ 54.09 |
| 11-1-06 | 1,650 | | \$ 54.08 |
| 11-1-06 | 1,500 | | \$ 54.07 |
| 11-1-06 | 1,250 | | \$ 54.06 |
| 11-1-06 | 1,250 | | \$ 54.05 |
| 11-1-06 | 1,350 | | \$ 54.04 |
| 11-1-06 | 1,450 | | \$ 54.03 |
| 11-1-06 | 1,350 | | \$ 54.02 |

| DATE OF DISPOSITION | SHARES | |
|---------------------|---------------------|--------------------|
| | DISPOSED BY SALE | PRICE PER SHARE |
| 11-1-06 | 250 | \$ 54.01 |
| 11-1-06 | 4,500 | \$ 54.00 |
| 11-1-06 | 200 | \$ 56.47 |
| 11-1-06 | 300 | \$ 56.46 |
| 11-1-06 | 50 | \$ 56.45 |
| 11-1-06 | 150 | \$ 56.44 |
| 11-1-06 | 300 | \$ 56.43 |
| 11-1-06 | 50 | \$ 56.42 |
| 11-1-06 | 800 | \$ 56.41 |
| 11-1-06 | 1,200 | \$ 56.40 |
| 11-1-06 | 50 | \$ 55.84 |
| 11-1-06 | 50 | \$ 55.81 |
| 11-1-06 | 50 | \$ 55.75 |
| 11-1-06 | 350 | \$ 55.72 |
| 11-1-06 | 100 | \$ 55.70 |
| 11-1-06 | 400 | \$ 55.69 |
| 11-1-06 | 100 | \$ 55.68 |
| 11-1-06 | 50 | \$ 55.64 |
| 11-1-06 | 50 | \$ 55.63 |
| 11-1-06 | 50 | \$ 55.62 |
| 11-1-06 | 50 | \$ 55.61 |
| 11-1-06 | 50 | \$ 55.60 |
| 11-1-06 | 50 | \$ 55.55 |
| 11-1-06 | 50 | \$ 55.52 |
| 11-1-06 | 200 | \$ 55.51 |
| 11-1-06 | 200 | \$ 55.50 |
| 11-1-06 | 50 | \$ 55.47 |
| 11-1-06 | 100 | \$ 55.39 |
| 11-1-06 | 50 | \$ 55.38 |
| 11-1-06 | 50 | \$ 55.34 |
| 11-1-06 | 200 | \$ 55.33 |
| 11-1-06 | 50 | \$ 55.32 |
| 11-1-06 | 200 | \$ 55.30 |
| 11-1-06 | 250 | \$ 55.29 |
| 11-1-06 | 150 | \$ 55.28 |
| 11-1-06 | 150 | \$ 55.27 |
| 11-1-06 | 350 | \$ 55.25 |
| 11-1-06 | 200 | \$ 55.24 |
| 11-1-06 | 350 | \$ 55.23 |
| 11-1-06 | 500 | \$ 55.22 |
| 11-1-06 | 550 | \$ 55.21 |
| 11-1-06 | 200 | \$ 55.20 |
| 11-1-06 | 750 | \$ 55.19 |
| 11-1-06 | 250 | \$ 55.18 |
| 11-1-06 | 50 | \$ 55.17 |
| 11-1-06 | 400 | \$ 55.15 |
| 11-1-06 | 200 | \$ 55.14 |
| 11-1-06 | 150 | \$ 55.13 |
| 11-1-06 | 200 | \$ 55.12 |
| 11-1-06 | 150 | \$ 55.11 |

| DATE OF DISPOSITION | SHARES | |
|---------------------|---------------------|--------------------|
| | DISPOSED BY SALE | PRICE PER SHARE |
| 11-1-06 | 1,050 | \$ 55.10 |
| 11-1-06 | 1,000 | \$ 55.09 |
| 11-1-06 | 600 | \$ 55.08 |
| 11-1-06 | 1,850 | \$ 55.07 |
| 11-1-06 | 750 | \$ 55.06 |
| 11-1-06 | 1,150 | \$ 55.05 |
| 11-1-06 | 850 | \$ 55.04 |
| 11-1-06 | 1,200 | \$ 55.03 |
| 11-1-06 | 200 | \$ 55.02 |
| 11-1-06 | 550 | \$ 55.01 |
| 11-1-06 | 800 | \$ 55.00 |
| 11-1-06 | 50 | \$ 54.98 |
| 11-1-06 | 150 | \$ 54.95 |
| 11-1-06 | 100 | \$ 54.94 |
| 11-1-06 | 50 | \$ 54.93 |
| 11-1-06 | 200 | \$ 54.91 |
| 11-1-06 | 150 | \$ 54.90 |
| 11-1-06 | 300 | \$ 54.89 |
| 11-1-06 | 200 | \$ 54.88 |
| 11-1-06 | 50 | \$ 54.87 |
| 11-1-06 | 100 | \$ 54.86 |
| 11-1-06 | 50 | \$ 54.84 |
| 11-1-06 | 600 | \$ 54.82 |
| 11-1-06 | 150 | \$ 54.77 |
| 11-1-06 | 300 | \$ 54.67 |
| 11-1-06 | 100 | \$ 54.64 |
| 11-1-06 | 600 | \$ 54.63 |
| 11-1-06 | 200 | \$ 54.62 |
| 11-1-06 | 200 | \$ 54.61 |
| 11-1-06 | 150 | \$ 54.59 |
| 11-1-06 | 50 | \$ 54.54 |
| 11-1-06 | 400 | \$ 54.51 |
| 11-1-06 | 200 | \$ 54.49 |
| 11-1-06 | 200 | \$ 54.48 |
| 11-1-06 | 50 | \$ 54.47 |
| 11-1-06 | 50 | \$ 54.45 |
| 11-1-06 | 100 | \$ 54.24 |
| 11-1-06 | 150 | \$ 54.23 |
| 11-1-06 | 200 | \$ 54.22 |
| 11-1-06 | 300 | \$ 54.21 |
| 11-1-06 | 50 | \$ 54.19 |
| 11-1-06 | 50 | \$ 54.18 |
| 11-1-06 | 150 | \$ 54.17 |
| 11-1-06 | 100 | \$ 54.76 |
| 11-1-06 | 100 | \$ 54.75 |
| 11-1-06 | 100 | \$ 54.74 |
| 11-1-06 | 400 | \$ 54.73 |
| 11-1-06 | 100 | \$ 54.72 |
| 11-1-06 | 300 | \$ 54.71 |
| 11-1-06 | 300 | \$ 54.70 |

| DATE OF DISPOSITION | SHARES | |
|---------------------|---------------------|--------------------|
| | DISPOSED BY SALE | PRICE PER SHARE |
| 11-1-06 | 300 | \$ 54.69 |
| 11-1-06 | 850 | \$ 55.04 |
| 11-1-06 | 1,200 | \$ 55.03 |
| 11-1-06 | 200 | \$ 55.02 |
| 11-1-06 | 550 | \$ 55.01 |
| 11-1-06 | 800 | \$ 55.00 |
| 11-1-06 | 50 | \$ 54.98 |
| 11-1-06 | 150 | \$ 54.95 |
| 11-1-06 | 100 | \$ 54.94 |
| 11-1-06 | 50 | \$ 54.93 |
| 11-1-06 | 200 | \$ 54.91 |
| 11-1-06 | 150 | \$ 54.90 |
| 11-1-06 | 300 | \$ 54.89 |
| 11-1-06 | 200 | \$ 54.88 |
| 11-1-06 | 50 | \$ 54.87 |
| 11-1-06 | 100 | \$ 54.86 |
| 11-1-06 | 50 | \$ 54.84 |
| 11-1-06 | 600 | \$ 54.82 |
| 11-1-06 | 150 | \$ 54.77 |
| 11-1-06 | 100 | \$ 54.76 |
| 11-1-06 | 100 | \$ 54.75 |
| 11-1-06 | 100 | \$ 54.74 |
| 11-1-06 | 400 | \$ 54.73 |
| 11-1-06 | 100 | \$ 54.72 |
| 11-1-06 | 300 | \$ 54.71 |
| 11-1-06 | 300 | \$ 54.70 |
| 11-1-06 | 300 | \$ 54.69 |
| 11-1-06 | 300 | \$ 54.67 |
| 11-1-06 | 50 | \$ 55.63 |
| 11-1-06 | 50 | \$ 55.62 |
| 11-1-06 | 50 | \$ 55.61 |
| 11-1-06 | 50 | \$ 55.60 |
| 11-1-06 | 50 | \$ 55.55 |
| 11-1-06 | 50 | \$ 55.52 |
| 11-1-06 | 200 | \$ 55.51 |
| 11-1-06 | 200 | \$ 55.50 |
| 11-1-06 | 50 | \$ 55.47 |
| 11-1-06 | 100 | \$ 55.39 |
| 11-1-06 | 50 | \$ 55.38 |
| 11-1-06 | 200 | \$ 56.47 |
| 11-1-06 | 300 | \$ 56.46 |
| 11-1-06 | 50 | \$ 56.45 |
| 11-1-06 | 150 | \$ 56.44 |
| 11-1-06 | 300 | \$ 56.43 |
| 11-1-06 | 50 | \$ 56.42 |
| 11-1-06 | 800 | \$ 56.41 |
| 11-1-06 | 1,200 | \$ 56.40 |
| 11-1-06 | 50 | \$ 55.84 |
| 11-1-06 | 50 | \$ 55.81 |
| 11-1-06 | 50 | \$ 55.75 |

| DATE OF DISPOSITION | SHARES | |
|---------------------|---------------------|--------------------|
| | DISPOSED BY SALE | PRICE PER SHARE |
| 11-1-06 | 350 | \$ 55.72 |
| 11-1-06 | 100 | \$ 55.70 |
| 11-1-06 | 400 | \$ 55.69 |
| 11-1-06 | 100 | \$ 55.68 |
| 11-1-06 | 50 | \$ 55.64 |
| 11-1-06 | 50 | \$ 55.34 |
| 11-1-06 | 200 | \$ 55.33 |
| 11-1-06 | 50 | \$ 55.32 |
| 11-1-06 | 200 | \$ 55.30 |
| 11-1-06 | 250 | \$ 55.29 |
| 11-1-06 | 150 | \$ 55.28 |
| 11-1-06 | 150 | \$ 55.27 |
| 11-1-06 | 350 | \$ 55.25 |
| 11-1-06 | 200 | \$ 55.24 |
| 11-1-06 | 350 | \$ 55.23 |
| 11-1-06 | 500 | \$ 55.22 |
| 11-1-06 | 550 | \$ 55.21 |
| 11-1-06 | 200 | \$ 55.20 |
| 11-1-06 | 750 | \$ 55.19 |
| 11-1-06 | 250 | \$ 55.18 |
| 11-1-06 | 50 | \$ 55.17 |
| 11-1-06 | 400 | \$ 55.15 |
| 11-1-06 | 200 | \$ 55.14 |
| 11-1-06 | 150 | \$ 55.13 |
| 11-1-06 | 200 | \$ 55.12 |
| 11-1-06 | 150 | \$ 55.11 |
| 11-1-06 | 1,050 | \$ 55.10 |
| 11-1-06 | 1,000 | \$ 55.09 |
| 11-1-06 | 600 | \$ 55.08 |
| 11-1-06 | 1,850 | \$ 55.07 |
| 11-1-06 | 750 | \$ 55.06 |
| 11-1-06 | 1,150 | \$ 55.05 |
| 11-1-06 | 450 | \$ 54.65 |
| 11-1-06 | 450 | \$ 54.65 |
| 11-1-06 | 100 | \$ 54.64 |
| 11-1-06 | 600 | \$ 54.63 |
| 11-1-06 | 200 | \$ 54.62 |
| 11-1-06 | 200 | \$ 54.61 |
| 11-1-06 | 150 | \$ 54.59 |
| 11-1-06 | 50 | \$ 54.54 |
| 11-1-06 | 400 | \$ 54.51 |
| 11-1-06 | 200 | \$ 54.49 |
| 11-1-06 | 200 | \$ 54.48 |
| 11-1-06 | 50 | \$ 54.47 |
| 11-1-06 | 50 | \$ 54.45 |
| 11-1-06 | 100 | \$ 54.24 |
| 11-1-06 | 150 | \$ 54.23 |
| 11-1-06 | 200 | \$ 54.22 |
| 11-1-06 | 50 | \$ 54.19 |
| 11-1-06 | 300 | \$ 54.21 |

| DATE OF DISPOSITION | SHARES | |
|---------------------|---------------------|--------------------|
| | DISPOSED BY SALE | PRICE PER SHARE |
| 11-1-06 | 150 | \$ 54.17 |
| 11-1-06 | 100 | \$ 54.16 |
| 11-1-06 | 50 | \$ 54.18 |
| 11-1-06 | 50 | \$ 54.13 |
| 11-1-06 | 450 | \$ 54.12 |
| 11-1-06 | 100 | \$ 54.11 |
| 11-1-06 | 500 | \$ 54.10 |
| 11-1-06 | 350 | \$ 54.09 |
| 11-1-06 | 1,650 | \$ 54.08 |
| 11-1-06 | 50 | \$ 54.15 |
| 11-1-06 | 1,500 | \$ 54.07 |
| 11-1-06 | 1,250 | \$ 54.06 |
| 11-1-06 | 1,250 | \$ 54.05 |
| 11-1-06 | 1,350 | \$ 54.04 |
| 11-1-06 | 1,450 | \$ 54.03 |
| 11-1-06 | 1,350 | \$ 54.02 |
| 11-1-06 | 250 | \$ 54.01 |
| 11-1-06 | 4,500 | \$ 54.00 |
| 11-2-06 | 700 | \$ 55.16 |
| 11-2-06 | 150 | \$ 55.15 |
| 11-2-06 | 50 | \$ 55.57 |
| 11-2-06 | 200 | \$ 55.67 |
| 11-2-06 | 1,400 | \$ 55.66 |
| 11-2-06 | 50 | \$ 55.65 |
| 11-2-06 | 150 | \$ 55.62 |
| 11-2-06 | 50 | \$ 55.60 |
| 11-2-06 | 50 | \$ 55.59 |
| 11-2-06 | 400 | \$ 55.58 |
| 11-2-06 | 250 | \$ 55.56 |
| 11-2-06 | 3,400 | \$ 55.55 |
| 11-2-06 | 200 | \$ 55.24 |
| 11-2-06 | 2,950 | \$ 55.23 |
| 11-2-06 | 950 | \$ 55.22 |
| 11-2-06 | 100 | \$ 55.21 |
| 11-2-06 | 300 | \$ 55.17 |
| 11-2-06 | 200 | \$ 55.67 |
| 11-2-06 | 1,400 | \$ 55.66 |
| 11-2-06 | 350 | \$ 55.14 |
| 11-2-06 | 850 | \$ 55.13 |
| 11-2-06 | 1,900 | \$ 55.12 |
| 11-2-06 | 2,100 | \$ 55.11 |
| 11-2-06 | 1,100 | \$ 55.10 |
| 11-2-06 | 1,250 | \$ 55.09 |
| 11-2-06 | 1,500 | \$ 55.08 |
| 11-2-06 | 1,900 | \$ 55.07 |
| 11-2-06 | 1,550 | \$ 55.06 |
| 11-2-06 | 300 | \$ 55.05 |
| 11-2-06 | 100 | \$ 55.01 |
| 11-2-06 | 750 | \$ 55.00 |
| 11-2-06 | 400 | \$ 54.04 |

| DATE OF DISPOSITION | SHARES | |
|---------------------|---------------------|--------------------|
| | DISPOSED BY SALE | PRICE PER SHARE |
| 11-2-06 | 150 | \$ 54.03 |
| 11-2-06 | 150 | \$ 54.02 |
| 11-2-06 | 150 | \$ 54.00 |
| 11-2-06 | 150 | \$ 53.99 |
| 11-2-06 | 250 | \$ 53.98 |
| 11-2-06 | 100 | \$ 53.97 |
| 11-2-06 | 1,850 | \$ 53.96 |
| 11-2-06 | 500 | \$ 53.95 |
| 11-2-06 | 400 | \$ 53.93 |
| 11-2-06 | 300 | \$ 53.91 |
| 11-2-06 | 1,200 | \$ 53.90 |
| 11-2-06 | 50 | \$ 55.65 |
| 11-2-06 | 150 | \$ 55.62 |
| 11-2-06 | 50 | \$ 55.60 |
| 11-2-06 | 50 | \$ 55.59 |
| 11-2-06 | 400 | \$ 55.58 |
| 11-2-06 | 50 | \$ 55.57 |
| 11-2-06 | 250 | \$ 55.56 |
| 11-2-06 | 3,400 | \$ 55.55 |
| 11-2-06 | 200 | \$ 55.24 |
| 11-2-06 | 2,950 | \$ 55.23 |
| 11-2-06 | 950 | \$ 55.22 |
| 11-2-06 | 100 | \$ 55.21 |
| 11-2-06 | 300 | \$ 55.17 |
| 11-2-06 | 700 | \$ 55.16 |
| 11-2-06 | 150 | \$ 55.15 |
| 11-2-06 | 350 | \$ 55.14 |
| 11-2-06 | 850 | \$ 55.13 |
| 11-2-06 | 1,900 | \$ 55.12 |
| 11-2-06 | 2,100 | \$ 55.11 |
| 11-2-06 | 1,100 | \$ 55.10 |
| 11-2-06 | 1,250 | \$ 55.09 |
| 11-2-06 | 1,500 | \$ 55.08 |
| 11-2-06 | 1,900 | \$ 55.07 |
| 11-2-06 | 1,550 | \$ 55.06 |
| 11-2-06 | 300 | \$ 55.05 |
| 11-2-06 | 100 | \$ 55.01 |
| 11-2-06 | 750 | \$ 55.00 |
| 11-2-06 | 400 | \$ 54.04 |
| 11-2-06 | 150 | \$ 54.03 |
| 11-2-06 | 150 | \$ 54.02 |
| 11-2-06 | 150 | \$ 54.00 |
| 11-2-06 | 150 | \$ 53.99 |
| 11-2-06 | 250 | \$ 53.98 |
| 11-2-06 | 100 | \$ 53.97 |
| 11-2-06 | 1,850 | \$ 53.96 |
| 11-2-06 | 500 | \$ 53.95 |
| 11-2-06 | 400 | \$ 53.93 |
| 11-2-06 | 300 | \$ 53.91 |
| 11-2-06 | 1,200 | \$ 53.90 |

| DATE OF DISPOSITION | SHARES | |
|---------------------|---------------------|--------------------|
| | DISPOSED BY SALE | PRICE PER SHARE |
| 11-28-06 | 150 | \$ 52.27 |
| 11-28-06 | 250 | \$ 52.26 |
| 11-28-06 | 600 | \$ 52.24 |
| 11-28-06 | 100 | \$ 52.23 |
| 11-28-06 | 250 | \$ 52.22 |
| 11-28-06 | 600 | \$ 52.21 |
| 11-28-06 | 450 | \$ 52.20 |
| 11-28-06 | 350 | \$ 52.19 |
| 11-28-06 | 850 | \$ 52.18 |
| 11-28-06 | 800 | \$ 52.17 |
| 11-28-06 | 1,600.5 | \$ 52.16 |
| 11-28-06 | 1,501.5 | \$ 52.15 |
| 11-28-06 | 800 | \$ 52.14 |
| 11-28-06 | 50 | \$ 52.13 |
| 11-28-06 | 400 | \$ 52.12 |
| 11-28-06 | 2,050 | \$ 52.11 |
| 11-28-06 | 750 | \$ 52.10 |
| 11-28-06 | 2,550 | \$ 52.09 |
| 11-28-06 | 1,250 | \$ 52.08 |
| 11-28-06 | 650 | \$ 52.07 |
| 11-28-06 | 1,548.5 | \$ 52.06 |
| 11-28-06 | 4,355 | \$ 52.05 |
| 11-28-06 | 1,193 | \$ 52.04 |
| 11-28-06 | 500 | \$ 52.03 |
| 11-28-06 | 700 | \$ 52.02 |
| 11-28-06 | 202 | \$ 52.01 |
| 11-28-06 | 550 | \$ 52.00 |
| 11-28-06 | 150 | \$ 52.27 |
| 11-28-06 | 250 | \$ 52.26 |
| 11-28-06 | 600 | \$ 52.24 |
| 11-28-06 | 100 | \$ 52.23 |
| 11-28-06 | 250 | \$ 52.22 |
| 11-28-06 | 600 | \$ 52.21 |
| 11-28-06 | 1,150 | \$ 51.99 |
| 11-28-06 | 2,048.5 | \$ 51.98 |
| 11-28-06 | 1,351.5 | \$ 51.97 |
| 11-28-06 | 1,349.5 | \$ 51.96 |
| 11-28-06 | 1,000 | \$ 51.95 |
| 11-28-06 | 900 | \$ 51.94 |
| 11-28-06 | 2,250 | \$ 51.93 |
| 11-28-06 | 3,800 | \$ 51.92 |
| 11-28-06 | 950 | \$ 51.91 |
| 11-28-06 | 850 | \$ 51.90 |
| 11-28-06 | 700 | \$ 51.89 |
| 11-28-06 | 500 | \$ 51.88 |
| 11-28-06 | 800 | \$ 51.86 |
| 11-28-06 | 2,550 | \$ 51.85 |
| 11-28-06 | 300 | \$ 51.84 |
| 11-28-06 | 250 | \$ 51.81 |
| 11-28-06 | 700 | \$ 51.80 |

| DATE OF DISPOSITION | SHARES | |
|---------------------|---------------------|--------------------|
| | DISPOSED BY SALE | PRICE PER SHARE |
| 11-28-06 | 250 | \$ 51.78 |
| 11-28-06 | 700 | \$ 51.77 |
| 11-28-06 | 400 | \$ 51.75 |
| 11-28-06 | 650 | \$ 51.72 |
| 11-28-06 | 450 | \$ 52.20 |
| 11-28-06 | 350 | \$ 52.19 |
| 11-28-06 | 850 | \$ 52.18 |
| 11-28-06 | 800 | \$ 52.17 |
| 11-28-06 | 1,600.5 | \$ 52.16 |
| 11-28-06 | 1,501.5 | \$ 52.15 |
| 11-28-06 | 800 | \$ 52.14 |
| 11-28-06 | 400 | \$ 52.12 |
| 11-28-06 | 2,050 | \$ 52.11 |
| 11-28-06 | 50 | \$ 52.13 |
| 11-28-06 | 750 | \$ 52.10 |
| 11-28-06 | 2,550 | \$ 52.09 |
| 11-28-06 | 1,250 | \$ 52.08 |
| 11-28-06 | 650 | \$ 52.07 |
| 11-28-06 | 1,548.5 | \$ 52.06 |
| 11-28-06 | 4,355 | \$ 52.05 |
| 11-28-06 | 1,193 | \$ 52.04 |
| 11-28-06 | 500 | \$ 52.03 |
| 11-28-06 | 700 | \$ 52.02 |
| 11-28-06 | 202 | \$ 52.01 |
| 11-28-06 | 550 | \$ 52.00 |
| 11-28-06 | 1,150 | \$ 51.99 |
| 11-28-06 | 2,048.5 | \$ 51.98 |
| 11-28-06 | 1,351.5 | \$ 51.97 |
| 11-28-06 | 1,349.5 | \$ 51.96 |
| 11-28-06 | 1,000 | \$ 51.95 |
| 11-28-06 | 900 | \$ 51.94 |
| 11-28-06 | 2,250 | \$ 51.93 |
| 11-28-06 | 3,800 | \$ 51.92 |
| 11-28-06 | 950 | \$ 51.91 |
| 11-28-06 | 850 | \$ 51.90 |
| 11-28-06 | 700 | \$ 51.89 |
| 11-28-06 | 500 | \$ 51.88 |
| 11-28-06 | 800 | \$ 51.86 |
| 11-28-06 | 2,550 | \$ 51.85 |
| 11-28-06 | 300 | \$ 51.84 |
| 11-28-06 | 250 | \$ 51.81 |
| 11-28-06 | 700 | \$ 51.80 |
| 11-28-06 | 250 | \$ 51.78 |
| 11-28-06 | 700 | \$ 51.77 |
| 11-28-06 | 400 | \$ 51.75 |
| 11-28-06 | 650 | \$ 51.72 |
| 12-1-06 | 100 | \$ 50.65 |
| 12-1-06 | 50 | \$ 50.62 |
| 12-1-06 | 100 | \$ 50.56 |
| 12-1-06 | 200 | \$ 50.58 |

| DATE OF DISPOSITION | SHARES | |
|---------------------|---------------------|--------------------|
| | DISPOSED BY SALE | PRICE PER SHARE |
| 12-1-06 | 200 | \$ 50.57 |
| 12-1-06 | 100 | \$ 50.56 |
| 12-1-06 | 50 | \$ 50.55 |
| 12-1-06 | 150 | \$ 50.54 |
| 12-1-06 | 900 | \$ 50.50 |
| 12-1-06 | 100 | \$ 50.16 |
| 12-1-06 | 547 | \$ 50.11 |
| 12-1-06 | 250 | \$ 50.10 |
| 12-1-06 | 550 | \$ 50.09 |
| 12-1-06 | 200 | \$ 50.08 |
| 12-1-06 | 953 | \$ 50.07 |
| 12-1-06 | 350 | \$ 50.06 |
| 12-1-06 | 1,900 | \$ 50.05 |
| 12-1-06 | 700 | \$ 50.04 |
| 12-1-06 | 1,050 | \$ 50.03 |
| 12-1-06 | 3,050 | \$ 50.02 |
| 12-1-06 | 3,000 | \$ 50.01 |
| 12-1-06 | 8,050 | \$ 50.00 |
| 12-1-06 | 250 | \$ 50.10 |
| 12-1-06 | 550 | \$ 50.09 |
| 12-1-06 | 200 | \$ 50.08 |
| 12-1-06 | 953 | \$ 50.07 |
| 12-1-06 | 350 | \$ 50.05 |
| 12-1-06 | 1,900 | \$ 50.05 |
| 12-1-06 | 700 | \$ 50.04 |
| 12-1-06 | 1,050 | \$ 50.03 |
| 12-1-06 | 3,050 | \$ 50.02 |
| 12-1-06 | 3,000 | \$ 50.01 |
| 12-1-06 | 8,050 | \$ 50.00 |
| 12-1-06 | 200 | \$ 51.02 |
| 12-1-06 | 50 | \$ 50.93 |
| 12-1-06 | 500 | \$ 50.09 |
| 12-1-06 | 50 | \$ 50.89 |
| 12-1-06 | 50 | \$ 50.88 |
| 12-1-06 | 50 | \$ 50.81 |
| 12-1-06 | 50 | \$ 50.80 |
| 12-1-06 | 100 | \$ 50.79 |
| 12-1-06 | 50 | \$ 50.78 |
| 12-1-06 | 200 | \$ 50.74 |
| 12-1-06 | 100 | \$ 50.76 |
| 12-1-06 | 50 | \$ 50.71 |
| 12-1-06 | 150 | \$ 50.70 |
| 12-1-06 | 250 | \$ 50.68 |
| 12-1-06 | 450 | \$ 50.67 |
| 12-1-06 | 150 | \$ 50.66 |
| 12-1-06 | 200 | \$ 51.02 |
| 12-1-06 | 50 | \$ 50.93 |
| 12-1-06 | 500 | \$ 50.90 |
| 12-1-06 | 50 | \$ 50.89 |
| 12-1-06 | 50 | \$ 50.88 |

| DATE OF DISPOSITION | SHARES | |
|---------------------|---------------------|--------------------|
| | DISPOSED BY SALE | PRICE PER SHARE |
| 12-1-06 | 50 | \$ 50.81 |
| 12-1-06 | 50 | \$ 50.80 |
| 12-1-06 | 100 | \$ 50.79 |
| 12-1-06 | 50 | \$ 50.78 |
| 12-1-06 | 100 | \$ 50.76 |
| 12-1-06 | 200 | \$ 50.74 |
| 12-1-06 | 50 | \$ 50.71 |
| 12-1-06 | 150 | \$ 50.70 |
| 12-1-06 | 250 | \$ 50.68 |
| 12-1-06 | 450 | \$ 50.67 |
| 12-1-06 | 150 | \$ 50.66 |
| 12-1-06 | 100 | \$ 50.65 |
| 12-1-06 | 50 | \$ 50.62 |
| 12-1-06 | 100 | \$ 50.60 |
| 12-1-06 | 200 | \$ 50.58 |
| 12-1-06 | 200 | \$ 50.57 |
| 12-1-06 | 100 | \$ 50.56 |
| 12-1-06 | 150 | \$ 50.54 |
| 12-1-06 | 900 | \$ 50.50 |
| 12-1-06 | 100 | \$ 50.16 |
| 12-1-06 | 547 | \$ 50.11 |
| 12-1-06 | 50 | \$ 50.55 |
| 12-7-06 | 100 | \$ 50.22 |
| 12-7-06 | 50 | \$ 50.20 |
| 12-7-06 | 100 | \$ 50.19 |
| 12-7-06 | 25,150 | \$ 50.18 |
| 12-7-06 | 50 | \$ 50.17 |
| 12-7-06 | 100 | \$ 50.16 |
| 12-7-06 | 400 | \$ 50.15 |
| 12-7-06 | 950 | \$ 50.14 |
| 12-7-06 | 2,050 | \$ 50.13 |
| 12-7-06 | 250 | \$ 50.12 |
| 12-7-06 | 600 | \$ 50.11 |
| 12-7-06 | 1,900 | \$ 50.10 |
| 12-7-06 | 900 | \$ 50.08 |
| 12-7-06 | 13,850 | \$ 50.07 |
| 12-7-06 | 100 | \$ 50.06 |
| 12-7-06 | 200 | \$ 50.05 |
| 12-7-06 | 550 | \$ 50.04 |
| 12-7-06 | 50 | \$ 50.03 |
| 12-7-06 | 350 | \$ 50.02 |
| 12-7-06 | 500 | \$ 50.01 |
| 12-7-06 | 3,300 | \$ 50.00 |
| 12-7-06 | 100 | \$ 50.22 |
| 12-7-06 | 50 | \$ 50.20 |
| 12-7-06 | 100 | \$ 50.19 |
| 12-7-06 | 25,150 | \$ 50.18 |
| 12-7-06 | 50 | \$ 50.17 |
| 12-7-06 | 100 | \$ 50.16 |
| 12-7-06 | 400 | \$ 50.15 |

| DATE OF DISPOSITION | SHARES | |
|---------------------|---------------------|--------------------|
| | DISPOSED BY SALE | PRICE PER SHARE |
| 12-7-06 | 950 | \$ 50.14 |
| 12-7-06 | 2,050 | \$ 50.13 |
| 12-7-06 | 250 | \$ 50.12 |
| 12-7-06 | 600 | \$ 50.11 |
| 12-7-06 | 1,900 | \$ 50.10 |
| 12-7-06 | 900 | \$ 50.08 |
| 12-7-06 | 13,850 | \$ 50.07 |
| 12-7-06 | 100 | \$ 50.06 |
| 12-7-06 | 200 | \$ 50.05 |
| 12-7-06 | 550 | \$ 50.04 |
| 12-7-06 | 350 | \$ 50.02 |
| 12-7-06 | 500 | \$ 50.01 |
| 12-7-06 | 3,300 | \$ 50.00 |
| 12-7-06 | 50 | \$ 50.03 |
| 12-8-06 | 500 | \$ 50.76 |
| 12-8-06 | 500 | \$ 50.75 |
| 12-8-06 | 1,100 | \$ 50.74 |
| 12-8-06 | 700 | \$ 50.73 |
| 12-8-06 | 800 | \$ 50.72 |
| 12-8-06 | 800 | \$ 50.71 |
| 12-8-06 | 900 | \$ 50.70 |
| 12-8-06 | 2,700 | \$ 50.69 |
| 12-8-06 | 1,200 | \$ 50.68 |
| 12-8-06 | 1,600 | \$ 50.67 |
| 12-8-06 | 1,300 | \$ 50.66 |
| 12-8-06 | 100 | \$ 50.65 |
| 12-8-06 | 800 | \$ 50.64 |
| 12-8-06 | 800 | \$ 50.63 |
| 12-8-06 | 1,300 | \$ 50.62 |
| 12-8-06 | 1,500 | \$ 50.61 |
| 12-8-06 | 600 | \$ 50.60 |
| 12-8-06 | 300 | \$ 50.59 |
| 12-8-06 | 1,200 | \$ 50.58 |

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| | | | |
|---------|-------|----|-------|
| 12-8-06 | 3,600 | \$ | 50.57 |
| 12-8-06 | 1,100 | \$ | 50.56 |
| 12-8-06 | 1,200 | \$ | 50.55 |
| 12-8-06 | 600 | \$ | 50.54 |
| 12-8-06 | 300 | \$ | 50.53 |
| 12-8-06 | 1,600 | \$ | 50.52 |
| 12-8-06 | 300 | \$ | 50.51 |
| 12-8-06 | 1,300 | \$ | 50.50 |
| 12-8-06 | 700 | \$ | 50.49 |
| 12-8-06 | 600 | \$ | 50.47 |

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 11, 2006
Date

/s/ Robert E. Howard, II
Signature

Name / Title