FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB AP	PROVAL
OMB Number:	3235-0287

Estimated average burden hours per response: 0.5

## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*  LESAR DAVID J							ame <b>and</b> Tic BURTO	(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner									
(Last) (First) (Middle) 1401 MCKINNEY SUITE 2400						ate of E 22/200	arliest Trans		- X Officer (give title Other (specify below)  Chairman, Pres. and CEO									
(Street) HOUSTON TX 77010						Amendi	ment, Date o	Line	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting									
(City) (State) (Zip)													Person				. •	
		Tal	ole I - N	on-Deriv	ative	Secu	ırities Ac	quired	l, Di	sposed	of, or Be	neficiall	y Owned					
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)				d (A) or . 3, 4 and	5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				(		
Common	Stock			12/22/2	2005			<b>S</b> <sup>(1)</sup>		3,000	D	\$64.51	687,99	9.98	Ι	)		
Common	Stock			12/22/2	2/22/2005					5,000	A	\$39.5	692,999.98		D			
Common				12/22/				<b>S</b> <sup>(1)</sup>		5,000	D	\$64.51	687,99		Ι			
Common				12/22/2005		-				5,000	A	\$51.5	692,99		I			
Common Stock				12/22/2005				S <sup>(1)</sup>		5,000	_	\$64.51	687,99		D			
Common Stock			12/22/2005				M S <sup>(1)</sup>		5,000	_	\$31.55 \$64.51	692,99 687,99						
Common Stock 1  Common Stock				12/22/	2003			307		3,000	D	Ψ04.51	20,00			D Par		ership
					4: 0	ve Securities Acqu				posed of, or Benefic		eficially.	<u> </u>		- [101		Ототър	
			Table II	- Deriva	itive 3	securi	ities Aca	uirea.	Dist	oosed of	r. or Ben	eticialiv	Owned					
			Table II				warrants						Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any (Month/D	(e.g., p		tion on str.	warrants		xercis	able and		Amount es Security d 4)	8. Price of Derivative Security (Instr. 5)	9. Num derivat Securit Benefic Owned Followi Report Transa (Instr. 4	ive ties cially l ing ed ction(s)	10. Owners Form: Direct (I or Indire (I) (Instr	hip of B O) O ect (li	1. Nature f Indirect eneficial bwnership nstr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deen Execution	(e.g., p	Outs, 0 4. Transacc Code (In 3)	tion istr. S	warrants  5. Number of of operivative Securities Acquired A) or Oblisposed of (D) Instr. 3, 4 and 5)	6. Date Expiration (Month/D	exercis n Date ay/Yea	able and ear)	7. Title and of Securiti Underlying Derivative (Instr. 3 and	A Amount es Security	8. Price of Derivative Security	derivat Securit Benefic Owned Followi Report Transa	ive ties cially l ing ed ction(s)	Owners Form: Direct (I or Indire	hip of B O) O ect (li	f Indirect eneficial wnership
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deen Execution	(e.g., p	Outs, 0 4. Transacc Code (In 3)	tion istr. S	warrants  5. Number of of operivative Securities Acquired A) or Oblisposed of (D) Instr. 3, 4 and 5)	6. Date E Expiratio (Month/D	ons,  xercis n Date ay/Yea	able and	7. Title and of Securiti Underlying Derivative	Amount or Number	8. Price of Derivative Security	derivat Securit Benefic Owned Followi Report Transa (Instr. 4	ive ties cially l ing ed ction(s)	Owners Form: Direct (I or Indire	hip of B O) O ect (li	f Indirect eneficial wnership
Option to Buy Common	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deen Execution	(e.g., p	Outs, 0  4.  Transact Code (In 3)	tion istr. S	warrants  5. Number of Derivative Securities Acquired A) or Disposed of (D) Instr. 3, 4 Ind 5)  A) (D)	6. Date E. Expiratio (Month/D	ons, exercise n Date n	able and and ar)	7. Title and of Securiti Underlying Derivative (Instr. 3 and Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivat Securit Benefic Owned Followi Report Transa (Instr. 4	ive ties cially l ing ed ction(s) 4)	Owners Form: Direct (I or Indire (I) (Instr	hip of B O) O ect (li	f Indirect eneficial wnership
Option to Buy Common Stock Option to Buy Common	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deen Execution	(e.g., p	outs, d  4.  Transact Code (In  M	tion istr. S	warrants  5. Number of Operivative Securities Acquired A) or Oblisposed of (D) Instr. 3, 4 and 5)  A) (D)	Date Exercisal	ons, ons, ons, ons, ons, ons, ons, ons,	expiration Date	7. Title and of Securiti Underlying Derivative (Instr. 3 and Title  Common Stock	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivat Securit Benefic Owned Followi Report Transa (Instr. 4	ive titles citally ling ed ction(s)	Owners Form: Direct (I) or Indire (I) (Instr	hip of B O) O ect (li	f Indirect eneficial wnership
Option to Buy Common Stock Option to Buy Common Stock Option to Buy Common Stock	Conversion or Exercise Price of Derivative Security  \$39.5	3. Transaction Date (Month/Day/Year)  12/22/2005	3A. Deen Execution	(e.g., p	Code M	tion istr. S	warrants  5. Number of Securities Acquired A) or Disposed of (D) Instr. 3, 4 and 5)  A) (D)	Date Exercisal	ons, exercise n Date n	expiration Date 12/02/2009	Title  Common Stock  Common of Securiti Underlying Derivative (Instr. 3 and Stock)	Amount or Number of Shares  5,000	8. Price of Derivative Security (Instr. 5)	derivat Securit Benefic Owned Followi Report Transa (Instr. 4	ive titles cially ling ed ction(s) 4)	Owners Form: Direct (I) (Instr	hip of B O) O ect (li	f Indirect eneficial wnership
Option to Buy Common Stock	Conversion or Exercise Price of Derivative Security  \$39.5  \$31.55	3. Transaction Date (Month/Day/Year)  12/22/2005	3A. Deen Execution	(e.g., p	Code M	tion istr. S	warrants  5. Number of Securities Acquired A) or Disposed of (D) Instr. 3, 4 and 5)  A) (D)	Date Exercisal 12/02/20 09/14/20 04/01/20	ons, exercise no Date	Expiration Date 12/02/2009 09/14/2010 07/19/2011	Title  Common Stock  Common Stock  Common Stock	Amount or Number of Shares  5,000  5,000	8. Price of Derivative Security (Instr. 5)	derivat Securit Benefic Owned Followi Report Transa (Instr. 4	ive titles title	Owners Form: Direct (I) Instr	hip of B O) O ect (li	f Indirect eneficial wnership

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Of Code (Instr. 8) Se Ac (A Did (Instr. 9) (Instr. 9)		of Deri Sec Acq (A) ( Disp of (I	oosed D) tr. 3, 4	6. Date Exerc Expiration Da (Month/Day/\)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Buy Common Stock	\$38.61							12/02/2004	12/02/2014	Common Stock	69,000		69,000	D	

## Explanation of Responses:

- 1. The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 2, 2005.
- 2. Options disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 2, 2005.

## Remarks:

Robert L. Hayter, by Power of Attorney 12/22/2005

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.