COEL KEVIN S Form 4 January 26, 2005

# FORM 4

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

**OMB APPROVAL** OMB 3235-0287

Number: January 31, Expires: 2005

response... 0.5

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

(Print or Type Responses)

1. Name and Address of Reporting Person \*

See Instruction

1(b).

		Sym				Tradin	_	Issuer				
(Last)	(First)	(Middle) 3. D (Mo	_	iest '	Γransaction		bel	(Check all applicable)  Director 10% Owner Officer (give titleX Other (specify below)  VP-Controller				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - 1	Non-	Derivative S	Securi	ties Acquire	ed, Disposed of, o	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code	. 8)	4. Securitie onDisposed o (Instr. 3, 4	f (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock (1)	03/15/2004		J	V	1.6317	A	\$ 32.4326	1,036.6219	I	by 401(k)		
Common Stock (1)	03/15/2004		J	V	2.0403	A	\$ 32.4326	1,038.6622	I	by 401(k)		
Common Stock (1)	04/01/2004		J	V	21.6384	A	\$ 35.2775	1,060.3006	I	by 401(k)		
Common Stock (1)	06/15/2004		J	V	1.3935	A	\$ 39.6491	1,061.6941	I	by 401(k)		
Common Stock (1)	06/15/2004		J	V	1.2807	A	\$ 39.6491	1,062.9748	I	by 401(k)		

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Common Stock (1)	07/01/2004	J	V	12.3759	A	\$ 41.4743	1,075.3507	I	by 401(k)
Common Stock (1)	09/01/2004	J	V	1.3562	A	\$ 41.756	1,076.7069	I	by 401(k)
Common Stock (1)	09/01/2004	J	V	1.2189	A	\$ 41.756	1,077.9258	I	by 401(k)
Common Stock (1)	10/01/2004	J	V	12.2899	A	\$ 42.8938	1,090.2157	I	by 401(k)
Common Stock (1)	12/01/2004	J	V	1.1816	A	\$ 49.08	1,091.3973	I	by 401(k)
Common Stock (1)	12/01/2004	J	V	1.0398	A	\$ 49.08	1,092.4371	I	by 401(k)
Common Stock (1)	01/05/2005	J	V	10.6205	A	\$ 48.5437	1,103.0576	I	by 401(k)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Trans Code (Instr.		5. Number nDerivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Sect (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 46.02	01/24/2005		A		4,000		(2)	01/24/2015	Common Stock	4,0
Series B Preferred Stock	<u>(3)</u>	04/01/2004		J	V	1.6452		(3)	(3)	Common Stock	1.6
Series B Preferred Stock	(3)	07/01/2004		J	V	3.8506		(3)	<u>(3)</u>	Common Stock	3.83
Series B Preferred	<u>(3)</u>	07/01/2004		J	V	1.1869		(3)	(3)	Common Stock	1.13

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Series B Preferred Stock	(3)	10/01/2004	J	V	1.0957	(3)	(3)	Common Stock	1.09
Series B Preferred Stock	(3)	01/03/2005	J	V	4.1113	(3)	(3)	Common Stock	4.1
Series B Preferred Stock	(3)	01/05/2005	J	V	1.0404	(3)	(3)	Common Stock	1.0

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COEL KEVIN S

**VP-Controller** 

# **Signatures**

By: Gary S. Cullen, Attorney-in-Fact, For: Kevin C.

Coel 01/26/2005

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were acquired under the CNF Thrift and Stock Plan either as matching contributions or in lieu of cash dividends.
- (2) The option vests in three equal annual installments, beginning on January 1, 2006.
  - These shares were acquired under the CNF Thrift and Stock Plan as matching contributions or in lieu of cash dividends on other Series B preferred. Each Series B share converts to 4.708 shares of common stock at the option of the Trustee. Upon termination of plan
- participation each Series B share converts to 4.708 shares of common stock at the option of the Trustee. Opon termination of plan participation each Series B preferred share, with a market value of \$152.10, is converted to the equivalent number of common shares, but in no event fewer than 4.708 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3