Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

AGRANOFF GERALD N

Check this box if

no longer subject

to Section 16.

Form 4 or Form

Form 5

October 08, 2004

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0362 Number:

January 31, Expires: 2005

1.0

Estimated average burden hours per

response...

5 obligations OWNERSHIP OF SECURITIES may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

securities beneficially owned directly or indirectly.

30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported

AGRANOFF GERALD N Symbol			r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
(Last) 1251 AVEN	` ′ ′ ` `	(Month/D	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 08/31/2004				(Check all applicable) _X Director				
AMERICAS											
			nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Reporting				
	(check applicable line)										
NEW YORK	(State) (State)	^{Zip)} Tabl	e I - Non-Deri	vative Sec	urities	- I	_X_ Form Filed by Form Filed by Person ired, Disposed o	More than One R	eporting		
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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock, \$.01 par value	Â	Â	Â	Â	Â	Â	2,500	D	Â		
Reminder: Report on a separate line for each class of			Persons who respond to the collection of information SEC 227								

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

contained in this form are not required to respond unless

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(9-02)

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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. Transaction Code (Instr. 8)	Number		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase	\$ 13.4375	Â	Â	Â	Â	Â	11/29/1994	11/29/2004	Common Stock, \$.01 par	7,500
Option to Purchase	\$ 24.375	Â	Â	Â	Â	Â	04/23/1996	04/23/2006	Common Stock, \$.01 par	500
Option to Purchase	\$ 23.75	Â	Â	Â	Â	Â	04/22/1997	04/22/2007	Common Stock, \$.01 par	500
Option to Purchase	\$ 43.75	Â	Â	Â	Â	Â	05/06/1998	05/06/2008	Common Stock, \$.01 par	500
Option to Purchase	\$ 39.375	Â	Â	Â	Â	Â	09/14/1999	09/14/2009	Common Stock, \$.01 par	500
Option to Purchase	\$ 20.625	Â	Â	Â	Â	Â	11/01/2000	11/01/2010	Common Stock, \$.01 par	500
Option to Purchase	\$ 9.3	Â	Â	Â	Â	Â	11/07/2001	11/07/2011	Common Stock, \$.01 par	500
Option to Purchase	\$ 5.7	Â	Â	Â	Â	Â	02/13/2003	02/13/2013	Common Stock, \$.01 par	500
Option to Purchase	\$ 1.16	01/07/2004	Â	A	1	Â	01/07/2004	01/07/2014	Common Stock, \$.01 par	500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

AGRANOFF GERALD N 1251 AVENUE OF THE AMERICAS Â X Â Â NEW YORK, NYÂ 10020

Signatures

FREDERICK J. ERICKSON attorney in fact for GERALD N. AGRANOFF

10/08/2004

**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) Issued in accordance with the Company's stock option plan for non-employee directors.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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