FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	<b>OWNERSHIP</b>

OMB APPROVAL

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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*  KAUFMAN VICTOR					er Name <b>and</b> Tick ERACTIVE(				(Ch	eck all applic			ó Owner			
(Last) 152 W. 5	7TH ST	(First)		(Middle)		3. Date 01/26	of Earliest Transa /2004	action (M	onth/	Day/Year)		X Officer (give title Other (specify below)  Vice Chairman				
(Street)						4. If An	nendment, Date of	f Origina	l Filed	(Month/Day/	Year)	6. Ir Line		Joint/Group	Filing (Check A	plicable
NEW YO	ORK	NY		10019							] :		•	Reporting Person		
(City)		(State)		(Zip)									Persor		e than One Repo	orung
			Tab	le I - No	n-Deriva	ative S	ecurities Acc	uired	, Dis	posed of,	or Ben	eficiall	y Owned	l		
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)		Execution Date,		action (Instr.	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		(A) or 3, 4 and 5	Securitie Benefici Owned F	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		Transact (Instr. 3			
Common	Stock				01/26/	2004		M		10,000	A	\$18.62	5 19	,675	D	
Common	Stock				01/26/	2004		S <sup>(1)</sup>		2,500	D	\$34	17	,175	D	
Common	Stock				01/26/	2004		S <sup>(1)</sup>		1,000	D	\$33.9	16	,175	D	
Common	stock				01/26/	2004		S <sup>(1)</sup>		500	D	\$33.85	15	,675	D	
Common	Stock				01/26/	2004		S <sup>(1)</sup>		1,000	D	\$33.8	14	,675	D	
Common	Stock				01/26/	2004		S <sup>(1)</sup>		1,000	D	\$33.7	13	,675	D	
Common	Stock				01/26/	2004		S <sup>(1)</sup>		2,000	D	\$33.5	11,	,675	D	
Common	Stock				01/26/	2004		S <sup>(1)</sup>		1,000	D	\$33.4	10	,675	D	
Common	Stock				01/26/	2004		S <sup>(1)</sup>		1,000	D	\$33.3	9,	675	D	
Common	Stock				01/27/	2004		М		10,000	A	\$18.62	5 19	,675	D	
Common Stock 01/2		01/27/	2004		S <sup>(1)</sup>		1,000	D	\$34.15	18	,675	D				
Common	Common Stock 01/27		01/27/	2004		S <sup>(1)</sup>		300	D	\$33.58	1 18	,375	D			
Common	Stock				01/27/	2004		S <sup>(1)</sup>		1,700	D	\$33.58	3 16	16,675		
Common	Stock				01/27/	2004		S <sup>(1)</sup>		1,000	D	\$33.4	15	15,675		
Common	Stock				01/27/	2004		S <sup>(1)</sup>		1,000	D	\$33.3	5 14	14,675		
Common	Stock				01/27/	2004		S <sup>(1)</sup>		1,000	D	\$33.3	13	13,675		
Common	Stock				01/27/	2004		S <sup>(1)</sup>		1,000	D	\$33.22	2 12	,675	D	
Common	Stock				01/27/	2004		S <sup>(1)</sup>		1,000	D	\$33.15	5 11,	,675	D	
Common	Stock				01/27/	2004		S <sup>(1)</sup>		100	D	\$33.1	11,	,575	D	
Common	Stock				01/27/	2004		S <sup>(1)</sup>		100	D	\$33.08	3 11	,475	D	
Common	Stock				01/27/	2004		S <sup>(1)</sup>		400	D	\$33.07	7 11,	,075	D	
Common	Stock				01/27/	2004		S <sup>(1)</sup>		1,000	D	\$33.05	5 10	,075	D	
Common	Stock				01/27/	2004		S <sup>(1)</sup>		400	D	\$33.04	9,	675	D	
			-	Table II -			curities Acqu						Owned			
1 Title of	2	2 Tus	eaction	2A Dear-	1	-	lls, warrants,			1			8. Price of	Q Number	of 10	11 Not
1. Title of Derivative Security  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year) if any (Month/Day/Year) if any (Month/Day/Y		n Date, Transaction Code (Inst		n of	6. Date Exercis Expiration Dat (Month/Day/Ye		e o ar) U	7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		Derivative Security	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)			

		-	able II - Deriv (e.g.,					, options,	convertil			Owned			
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)	Code V FAN utility of Expiration Expiration Expiration Date Expiration Expiration Date Of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code (Instr. 4)  Derivative Securities (Month/Day/Year)  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)		
											Amount or Number				
				Code	V_	(A)	(D)	Date Exercisable	Expiration Date	Title	of Shares				
Stock Options (Right to Buy)	\$18.625	01/26/2004		M			10,000	12/18/2001	12/18/2010	Common Stock	10,000	\$0	435,000	D	
Stock Options (Right to Buy)	\$18.625	01/27/2004		М			10,000	12/18/2001	12/18/2010	Common Stock	10,000	\$0	425,000	D	

## **Explanation of Responses:**

1. This sale was effected pursuant to the terms of a 10b5-1 sales plan adopted by the reporting person on November 20, 2003.

<u>Joanne Hawkins as Attorney-</u> <u>in-Fact for Victor Kaufman</u> <u>01/28/2004</u>

\*\* 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.

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