Davis James B Form 5 January 31, 2006

Check this box if

no longer subject

to Section 16.

5 obligations

may continue.

Form 4 or Form

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0362 Number: January 31,

Expires: 2005

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response... 1.0

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 Form 4

30(h) of the Investment Company Act of 1940

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

OWNERSHIP OF SECURITIES

Transactions Reported

Davis James B Sy				Name and Ticl			Is	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 808 TRAVI 1320	(First) (S STREET, SU	Middle) JITE	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2005			_	elow)	title 10% Owner Other (specify below) resident, Eng & Oper				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6	6. Individual or Joint/Group Reporting (check applicable line)					
HOUSTON (City)	, TX 77002 (State)	(7in)					P	erson	More than One Re	eporting		
(City)	(State)	(Zip)	Tabl	e I - Non-Deri	ivative Sec	curitie	es Acqui	red, Disposed of	, or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned at end of Issuer's	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	12/06/2005	Â		A4	Amount 2,000	(A) or (D)	Price \$ 23.39	Fiscal Year (Instr. 3 and 4) 12,418	(Instr. 4)	Â		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly				Persons who respond to the collection of information contained in this form are not required to respond unless						SEC 2270		

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

the form displays a currently valid OMB control number.

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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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 23.39	12/06/2005	Â	C4	Â	2,000	(1)	(1)	Common Stock	2,000	

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(In

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Davis James B 808 TRAVIS STREET SUITE 1320 HOUSTON, TX 77002	Â	Â	Sr Vice President, Eng & Oper	Â			

Signatures

/s/James B.
Davis

**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).

The phantom stock vests in increments of one-third on the anniversary date of the grant for each of the next three years. At December 31, 2005, one-third of the grant (2,000 shares) had vested and is included in Table I and on December 6, 2006 and 2007, the reporting person will receive 2,000 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement date, at the sole discretion of the Company), provided the reporting person remains an employee of the issuer on that date.

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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