

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

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

OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response... 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(f) of the Investment Company Act of 1940

Director Stock Option (Right to Buy) 04CM	\$53.78	7/1/2004		A (1)		3000		7/1/200	05 7/	/1/2014	Common Stock	3000.00	\$53.78	3000.00	D	
				Code	v	(A)	(D)	Date Exercisa		xpiration ate	Title	Amount or Number of Shares		Reported Transaction (s) (Instr. 4)	(I) (Instr. 4)	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	I Z I	5. Number of Derivative Se Acquired (A) Disposed of ( (Instr. 3, 4 and	curities or D)	6. Date l and Exp			tet Securities Underlying Derivative Security (Instr. 3 and 4)  Security (Instr. 5)  Se Be Ov Fo		of derivative Securities Beneficially Owned Following	Derivative Security: Direct (D) or Indirect	Beneficial	
	Table II	- Derivat	ive Secur	ities Be	nef	icially Ov	vned (	e.g. , p	puts,	calls, v	varrants,	options, conve	rtible sec	curities)		
						Execution Date, if any	(Instr. 8	(1		ed of (D) , 4 and 5) (A) or (D)		3 and 4)				Beneficial Ownership (Instr. 4)
1.Title of Security			2. Trans. Date		2A. Deemed	3. Tran Code	Α	Acquired (A) or Followi		ount of Securities Beneficially Owned ving Reported Transaction(s)			6. Ownership			
		Tal	ble I - No	n-Deriv	ativ	ve Securit	ies Ac	equired	d, Dis	sposed	of, or Be	neficially Owne	ed			
(City)	(State)	(Zip)										X Form filed by Form filed by N			Person	
OAKLAND, CA	94612	1888										Line)				
	(Street)			4. If	f An	nendment,	, Date	Origina	al Fil	ed (MM	/DD/YYYY	6. Individual of	Joint/Gr	oup Filing	g (Check Ap	plicable
1221 BROADWAY					7/1/2004											
(Last) (First) (Middle)				3. D	3. Date of Earliest Transaction (MM/DD/YYYY)							Officer (give title below) Other (specify below)				
SHANNON MI						ROX CO						X Director			10% Owner	
				CI	^-		. <i>(</i> D.T.	7/ F (2)				(Check all appl	icable)			
1. Name and Address of Reporting Person *				2. Is	2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer				

## **Explanation of Responses:**

(1) Grant under the Company's Directors' Stock Option Plan. Option is exercisable in two equal annual installments on each of the first two anniversaries of the date of grant.

**Reporting Owners** 

Deporting Oversa Name / Address		Relationships							
Reporting Owner Name / Address	Director	10%	Owner	Officer	Other				
SHANNON MICHAEL E									
1221 BROADWAY	X								
OAKLAND, CA 946121888									

## **Signatures**

By: By Patrick M. Meehan, Assoc. General Counsel for

\*\* Signature of Reporting Person

Total

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

- \* 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 control number.