

[] 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, 2008 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

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 (Check all applicable)					
STEIN LAURA	L					ROX CO										
(Last) (First) (Middle)			3. D	3. Date of Earliest Transaction (MM/DD/YYYY)							Director 10% Owner					
												X Officer (give			Other (spec	ify below)
1221 BROADWAY					9/19/2006							Sr. VP - Gene	ral Coun	sel		
	(Street)			4. If	Ar	mendment,	Date	Origina	al File	ed (MM	/DD/YYYY	6. Individual of	r Joint/G1	oup Filing	g (Check Ap	plicable
OAKLAND, CA	0/612	1999										,				
(City)	(State)	(Zip)										X Form filed by Form filed by M			Person	
				ı								roim mea by r	1010 1111111 0	ne reporting	1 015011	
		Tal	ble I - No	n-Deriv	ati	ve Securiti	ies Ac	equired	l, Disp	posed	of, or Be	neficially Owne	ed			
			2. Trans. Date			8) A	Acquired (A) or Follow		nount of Securities Beneficially Owned wing Reported Transaction(s) 3 and 4)			Ownership Form: Direct (D)	Beneficial Ownership			
							Code	e V A		(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
	Table II	- Derivat	ive Secur	ities Be	enef	ficially Ow	ned (<i>e.g.</i> , p	outs, c	calls, v	varrants,	options, conve	rtible sec	curities)		
Security Conversion Date Deemed C		4. Trans. Code (Instr. 8)	de Derivative		or O)		Expiration Date S		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		(Instr. 5)	of derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	(A)	(D)	Date Exercisa		piration te	Title	Amount or Number of Shares		Reported Transaction (s) (Instr. 4)	(I) (Instr. 4)	
Stock Option (Right to Buy)	\$61.51	9/19/2006		A (1)		25400		9/19/200	07 9/1	19/2016	Common Stock	25400.00	\$0	25400.00	D	

Explanation of Responses:

(1) Option vests in 4 equal installments - 1/4 on each of the first, second, third and fourth anniversaries of the grant date.

Reporting Owners

Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owr	Relationships rOfficer Sr. VP - General Counse	Other				
STEIN LAURA								
1221 BROADWAY			Sr. VP - General Cou	nsel				
OAKLAND, CA 946121888								

Signatures

By: By Angela Hilt, Attorney-in-Fact for 9/21/2006

** Signature of Reporting Person

Date

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.