| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPI | ROVAL |
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| 1. Name and Add | ress of Reporting P EW LLC | 'erson [*] | | suer Name and Ticke HNSON OUT | | | | T] | | ationship of Reportir (all applicable) Director | • • • • | ssuer Owner |
|--------------------------------|-------------------------------|---------------------|--------------------------|---|-----------------------|---------|------------------------------|--------------------|-----------------------|--|-----------------------------------|--------------------------|
| (Last) 500 PARK AV | (First) ENUE | (Middle) | | ate of Earliest Transa 28/2005 | action (N | /onth/ | Day/Year) | | | Officer (give title below) | | (specify |
| (Street) NEW YORK (City) | NY (State) | 10022 (Zip) | 4. lf / | Amendment, Date of | ^r Origina | l Filec | I (Month/Day/ | Year) | 6. Indi Line) X | vidual or Joint/Group Form filed by On Form filed by Mo Person | e Reporting Per | son |
| | | Table I - Nor | n-Derivative | Securities Acq | uired, | , Dis | posed of, | or Ber | neficially | Owned | | |
| 1. Title of Securit | y (Instr. 3) | | 2. Transaction | 2A. Deemed Execution Date, | 3. Transa | ction | 4. Securities Disposed Of | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| 1. The of Securi | | | Date (Month/Day/Year) | | Code (I 8) | | | | | Beneficially Owned Following | (D) or Indirect (I) (Instr. 4) | Beneficial Ownership |
| 1. The of Securi | . , | | | r) if any | Code (| | Amount | (A) or (D) | Price | | (D) or Indirect | |
| Class A Comm | on Stock | | | r) if any | Code (I 8) | Instr. | | (A) or (D) A | Price \$16.215 | Owned Following Reported Transaction(s) (Instr. 3 and 4) | (D) or Indirect | Ownership |
| | | | (Month/Day/Year) | r) if any | Code (I 8) Code | Instr. | Amount | | | Owned Following Reported Transaction(s) (Instr. 3 and 4) 825,000 | (D) or Indirect (I) (Instr. 4) | Ownership |

| 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. Transa Code (8) | | 5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5 | ative rities ired osed . 3, 4 | 6. Date Exerc Expiration Da (Month/Day/) | ate | 7. Title Amour Securi Underl Deriva Securi and 4) | nt of ties ying | 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) |
|---|---|--|---|------------------------------|---|--|---|--|--------------------|---|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

| | <u>V LLC</u> | | |
|-------------------------------------|--|----------------------------|---|
| (Last) | (First) | (Middle) | |
| 500 PARK AVE | NUE | | |
| (Street) | | | |
| NEW YORK | NY | 10022 | |
| (City) | (State) | (Zip) | |
| | | | - |
| 1. Name and Addres <u>TISCH DAN</u> | ss of Reporting Perso I <u>EL R</u> | n* | |
| | | n [*] (Middle) | |
| TISCH DAN | IEL R (First) | | |
| TISCH DAN (Last) 500 PARK AVE | IEL R (First) | | |
| TISCH DAN | (First) NUE | | |

Explanation of Responses:

Remarks:

1. In addition to TowerView LLC, this form 4 is being jointly filed by Daniel R. Tisch, who is General Member of, and has the same business address as, TowerView LLC and may be deemed to have a pecuniary interest in securities owned by it.

10/28/2005 Date

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

 \ast 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 Number.