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	BASS C JR										
Form 4 November 3	0. 2005										
FORM	ЛЛ								OMB AF	PROVAL	
	UNITED	STATES		RITIES A shington				OMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 o Form 5	ger STATEN o STATEN 16. or									Expires: January 31, 2005 Estimated average burden hours per response 0.5	
obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17(a) of the P	ublic U	tility Hol	ding Co	mpar	•	1935 or Section	L		
(Print or Type	Responses)										
								5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
(Last) (First) (Middle) 25025 INTERSTATE 45 NORTH, SUITE 600								Director 10% Owner X Officer (give title Other (specify below) below) General Counsel & Secretary			
(Street) 4			Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
THE WOO	DLANDS, TX 77	380						Form filed by Me Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Secu	rities Acqu	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8)		sed of) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/29/2005			M	4,035	A	\$ 11.1111	13,785	D		
Common Stock	11/29/2005			М	6,798	А	\$ 11.1111	20,583	D		
Common Stock								1,407	I	by 401(k) Plan	

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

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displays a currently valid OMB control number.

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

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	5. Number mof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.1111	11/29/2005		М	4,035	03/09/2004	03/09/2007	Common Stock	4,035
Employee Stock Option (right to buy)	\$ 11.1111	11/29/2005		М	6,798	08/15/2005	08/15/2008	Common Stock	6,798

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WALLACE BASS C JR 25025 INTERSTATE 45 NORTH SUITE 600 THE WOODLANDS, TX 77380			General Counsel & Secretary				
Signatures							
Eileen M. Price, AIF for Bass C. Wallace, Jr.		11/30/2005					
**Signature of Reporting Person		Date					
Evalenction of Doone	00001						

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). 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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