FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPRO              | VAL       |
|------------------------|-----------|
| OMB Number:            | 3235-0287 |
| Estimated average burd | en        |
| hours per response:    | 0.5       |

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

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

|                                 | Idress of Reporting FRED P JR |                | suer Name <b>and</b> Ticl<br>I INVESTME   |                                |   |                              |             |  |               | X 10%   | % Owner |   |   |   |
|---------------------------------|-------------------------------|----------------|---|--------------------------------|---|------------------------------|-------------|--|---------------|---|---------|---|---|---|
| (Last) ONE FREED                | (First)<br>OOM VALLEY I       | (Middle)       |   | ate of Earliest Trans $0/2004$ | saction   | (Monti                       | n/Day/Year) |  | У             | X Officer (give title below) Other (spec below)  Chairman and Chief Executive |         |   |   |   |
| (Street) OAKS                   | PA                            | 4. If <i>i</i> | 4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Charles)  X Form filed by One Reporting Form filed by More than On |                                |   |                              |             |  |               |   |         |   |   |   |
| (City)                          | (State)                       | (Zip)          |   |                                |   |                              |             |  |               |   | Person  |   |   |   |
|                                 |                               | Table I - No   |   |                                | Securities Ac   | _                            | d, Di       | _  |               |   |         |   |   | l <b>.</b>  |
| 1. Title of Security (Instr. 3) |                               |                | 2. Transaction Date (Month/Day/   |                                | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |             | 4. Securities Acquire<br>Disposed Of (D) (Inst<br>5) |               | ed (A) or<br>tr. 3, 4 and   |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)                   |
|                                 |                               |                |   |                                |   | Code                         | v           | Amount   | (A) or<br>(D) | Price   |         | Transaction(s)<br>(Instr. 3 and 4)  |   | , ,   |
| Common Stoo                     | ck                            |                |   |                                |   |                              |             |  |               |   |         | 11,177,415  | D   |   |
| Common Stoo                     | ck                            |                |   |                                |   |                              |             |  |               |   |         | 24,000  | I   | By Wife   |
| Common Stoo                     | ck                            |                |   |                                |   |                              |             |  |               |   |         | 4,537,500   | I   | By AP<br>West<br>Associates,<br>LP <sup>(1)</sup>                       |
| Common Stoo                     | ek                            |                |   |                                |   |                              |             |  |               |   |         | 246,298   | I   | By 1980<br>Minority<br>Trust -<br>Alfred P.<br>West, III <sup>(2)</sup> |
| Common Stoo                     | ck                            |                | 11/10/20  | 004                            |   | S                            |             | 5,792  | D             | \$38.   | .15     | 68,646 <sup>(2)</sup>   | I   | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West              |
| Common Stoo                     | ck                            |                | 11/10/20  | 004                            |   | S                            |             | 4,344  | D             | \$38.   | .18     | 64,302 <sup>(2)</sup>   | I   | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West              |
| Common Stoo                     | ck                            |                | 11/10/20  | 004                            |   | S                            |             | 2,896  | D             | \$38  | 3.2     | 61,406 <sup>(2)</sup>   | I   | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West              |
| Common Stoo                     | ck                            |                | 11/10/20  | 004                            |   | S                            |             | 1,448  | D             | \$38.   | .23     | 59,958 <sup>(2)</sup>   | I   | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West              |
| Common Stoo                     | ck                            |                | 11/10/20  | 004                            |   | S                            |             | 5,792  | D             | \$38.   | .25     | 54,166 <sup>(2)</sup>   | I   | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West              |
|                                 |                               |                |   |                                |   |                              |             |  |               |   |         |   |   |   |

| Table I - N                     | on-Derivative                              | Securities Ac   | quire                        | d, Di | sposed of                           | , or Be       | neficiall   | y Owned   |           |  |
|---------------------------------|--|---|------------------------------|-------|-------------------------------------|---------------|---|---|-----------|--|
| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |       | Disposed Of (D) (Instr. 3, 4 and 5) |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | Ownership |  |
|                                 |  |   | Code                         | v     | Amount                              | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4)                                |           | (Instr. 4)   |
| Common Stock                    | 11/10/2004                                 |   | S                            |       | 2,896                               | D             | \$38.26   | 51,270 <sup>(2)</sup>   | I         | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West |
| Common Stock                    | 11/10/2004                                 |   | S                            |       | 2,896                               | D             | \$38.27   | 48,374(2)   | I         | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West |
| Common Stock                    | 11/10/2004                                 |   | S                            |       | 2,896                               | D             | \$38.28   | 45,478(2)   | I         | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West |
| Common Stock                    | 11/10/2004                                 |   | S                            |       | 8,688                               | D             | \$38.29   | 36,790(2)   | I         | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West |
| Common Stock                    | 11/10/2004                                 |   | S                            |       | 12,134                              | D             | \$38.3  | 24,656 <sup>(2)</sup>   | I         | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West |
| Common Stock                    | 11/10/2004                                 |   | S                            |       | 6,516                               | D             | \$38.31   | 18,140(2)   | I         | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West |
| Common Stock                    | 11/10/2004                                 |   | S                            |       | 9,421                               | D             | \$38.35   | 8,719(2)  | I         | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West |
| Common Stock                    | 11/10/2004                                 |   | S                            |       | 2,896                               | D             | \$38.37   | 5,823(2)  | I         | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West |
| Common Stock                    | 11/10/2004                                 |   | S                            |       | 2,427                               | D             | \$38.4  | 3,396(2)  | I         | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West |
| Common Stock                    | 11/10/2004                                 |   | S                            |       | 2,896                               | D             | \$38.53   | 500(2)  | I         | By 1980<br>Minority<br>Trust -<br>Andrew<br>Palmer<br>West |

| 1. Title of Security (Instr. 3)                     |   |  | 2. Transac<br>Date<br>(Month/Da | ction | Securities Acc<br>2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |       | ate,  | 3.<br>Transaction<br>Code (Instr. |                 | 4. Securities | es Acquired (A) or<br>Of (D) (Instr. 3, 4 and |  | 5. Amount of                           |   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
|---|---|--|---------------------------------|-------|---|-------|---|-----------------------------------|-----------------|---------------|---|--|--|---|--|---|--|
|   |   |  |                                 |       |   |       |   | Code                              | v               | Amount        | (A) or<br>(D)                                 | Price  | Transac<br>(Instr. 3                   | tion(s)   |  | (iiisti. 4)   |  |
| Common  | Stock   |  |                                 |       |   |       |   |                                   |                 |               |   |  |  | 50,   | 338(2)   | I   | By 1980<br>Minority<br>Trust -<br>Angela<br>Paige Wes  |
| Common Stock  |   |  |                                 |       |   |       |   |                                   |                 |               |   |  |  | 1,398   | 8,000(2)   | I   | By 1980<br>Life Trust<br>- Alfred P.<br>West, III      |
| Common Stock  |   |  |                                 |       |   |       |   |                                   |                 |               |   |  | 1,40:                                  | 5,295 <sup>(2)</sup>                                | I  | By 1980<br>Life Trust<br>- Andrew<br>Palmer<br>West   |  |
| Common Stock  |   |  |                                 |       |   |       |   |                                   |                 |               |   |  |  | 1,400   | ),735 <sup>(2)</sup>   | I   | By 1980<br>1980 Life<br>Trust -<br>Angela<br>Paige Wes |
| Common Stock  |   |  |                                 |       |   |       |   |                                   |                 |               |   |  | 66,                                    | 692(3)  | I  | By<br>Residuary<br>Trust                              |  |
| Common  | Stock   |  |                                 |       |   |       |   |                                   |                 |               |   |  |  | 32,   | 200(4)   | I   | By West<br>Senior<br>Securities<br>Fund, L.P.          |
|   |   | Та   | ble II -                        |       |   |       |   |                                   |                 |               | osed of, convertib                            |  |  | Owned   |  |   |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | if any                          |       | 4.<br>Transac<br>Code (I  | ction | 5. Num<br>of<br>Deriva<br>Securi<br>Acquir<br>(A) or<br>Dispos<br>of (D)<br>(Instr.<br>and 5) | tive<br>ties<br>red<br>sed        | _               | Exercion Da   | isable and                                    | 7. Title a<br>Amount<br>Securitie<br>Underlyi<br>Derivativ | of<br>es<br>ing                        | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Numbe<br>derivative<br>Securities<br>Beneficia<br>Owned<br>Following<br>Reported<br>Transacti<br>(Instr. 4) | Owners Form: Direct (I or Indire (I) (Instr           | Beneficial<br>Ownership<br>ect (Instr. 4)              |
|   |   |  |                                 |       | Code  | v     | (A)   | (D)                               | Date<br>Exercis | sable         | Expiration<br>Date                            |  | Amount<br>or<br>Number<br>of<br>Shares |   |  |   |  |

## **Explanation of Responses:**

1. Mr. West disclaims beneficial ownership of the shares held by AP West Associates, L.P., except to the extent of his pecuniary interest therein.

2. These shares are held in trusts for the benefit of Mr. West's children. Mr. West's wife is the trustee or a co-trustee of these trusts. Mr. West disclaims beneficial ownership of the shares held in these trusts.

- 3. The trust that holds these shares (the "Residuary Trust") is for the benefit of Mr. West's mother and certain descendants of Mr. West's father. The Residuary Trust was created upon the death of Mr. West's father under the terms of an existing trust that Mr. West's father had established prior to his death. In connection with the establishment of the Residuary Trust, Mr. West became the trustee of the Residuary Trust in September 2002. Mr. West disclaims beneficial ownership of the shares held by the Residuary Trust, except to the extent of his pecuniary interest therein.
- 4. West Senior Securities Fund, L.P. is a limited partnership in which the Residuary Trust, of which Mr. West is trustee, holds a 1% general partnership interest and a 9.5% limited partnership interest. Mr. West disclaims beneficial ownership of the shares held by West Senior Securities Fund, L.P., except to the extent of his pecuniary interest therein.

## Remarks:

Jill B. Geisenheimer (Attorney-11/12/2004 in-fact)

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.