FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
OMB Number:	3235-028						
Estimated average burden							

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

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OMB Number:	3235-0287					
Estimated average burden						
hours per response:	0.5					
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1	nd Address of	Reporting Person	k .			uer Name <b>and</b> Ticl HEIN HENR		-	•			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(F	irst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 12/23/2005					X	Officer (give title below)  President of Medical Group			(specify	
	NRY SCHE RYEA ROA	-														
	KI LA KOA	<u>U</u>			4. If A	Amendment, Date o	of Origin	al File	d (Month/Da	y/Year)			vidual or Jo	oint/Group	Filing (Check A	pplicable
(Street)												Line) X	Form file	ed by One	Reporting Pers	on
MELVII ————	LLE N	Y	11747		.								Form fil	ed by Mor	e than One Rep	orting
(City)	(S	tate)	(Zip)										reison			
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	tion Date, Transaction Code (Instr.		4. Securities Disposed O		nd 5) Securities Beneficially Owned Following		s Illy ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
							Code	v	Amount	(A) or (D)	Price		Reported Transacti (Instr. 3 a	ion(s)		(Instr. 4)
Common	Stock, par	value \$0.01 per	share	12/23/	2005		M		32,377	A	\$14.	3125	32,	377	D	
Common	Stock, par	value \$0.01 per	share	12/23/	2005		S		1,700	D	\$43.	4606	30,	677	D	
Common	Stock, par	value \$0.01 per	share	12/23/	2005		S		100	D	\$43	3.47	30,	577	D	
Common	Stock, par	value \$0.01 per	share	12/23/	2005		S		3,679	D	\$43.	4806	26,	898	D	
Common	Stock, par	value \$0.01 per	share	12/23/	2005		S		800	D	\$4	3.5	26,	098	D	
Common	Stock, par	value \$0.01 per	share	12/23/	2005		S		3,832	D	\$43	3.51	22,	266	D	
Common	Stock, par	value \$0.01 per	share	12/23/	2005		S		8,039	D	\$43.	5284	14,	227	D	
Common	Stock, par	value \$0.01 per	share	12/23/	2005		S		800	D	\$43	3.53	13,	427	D	
Common	Stock, par	value \$0.01 per	share	12/23/	2005		S		400	D	\$43	3.54	13,	027	D	
Common	Stock, par	value \$0.01 per	share	12/23/	2005		S		10,930	D	\$43	.565	2,0	97	D	
Common	Stock, par	value \$0.01 per	share	12/23/	2005		S		400	D	\$4	3.6	1,6	697	D	
Common	Stock, par	value \$0.01 per	share	12/23/	2005		S		400	D	\$43	3.64	1,2	97	D	
Common	Stock, par	value \$0.01 per	share	12/23/	2005		S		1,297	D	\$4	44	(	)	D	
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. Deer Execution if any (Month/E	n Date,	4. Transacti Code (Ins 8)		6. Date Expirati (Month)	ion Da	te ear)	7. Title ar of Securi Underlyir Derivative (Instr. 3 a	ties ng e Secur	D	. Price of Perivative Security nstr. 5)	9. Number derivative Securities Beneficial Owned Following Reported	Ownerships Form:  Direct (D)  or Indirect	Beneficial Ownership t (Instr. 4)

of (D) (Instr. 3, 4 and 5)

32,377

(A) (D) Date

Exercisable

(2)

Expiration

03/01/2011

Title Common

Stock,

par value \$0.01 per

share

Date

## **Explanation of Responses:**

\$14.3125

1. Acquired pursuant to the Issuer's 1994 Stock Incentive Plan.

12/23/2005

2. The option vested in three equal installments on each of March 1, 2002, March 1, 2003 and March 1, 2004.

## Remarks:

Stock

Option

(right to buy)<sup>(1)</sup>

/s/ Michael Racioppi

12/27/2005

Transaction(s) (Instr. 4)

0

D

\*\* Signature of Reporting Person

Amount or Number

of Shares

32,377

\$0.00

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).

Code

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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 colle	ection of information contained in thi	is form are not required to resp	ond unless the form displays a cu	rrently valid OMB Number.