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VECODD

Form 4 February 14, 2005								
	STATES SECU	DITIES A	т	OMB APPROVAL				
UNITED		ashington,				Number:	3235-0287	
Subject to Section 16. Form 4 or Form 5 Filed put obligations Section 17(MENT OF CHA rsuant to Section (a) of the Public U	NGES IN I SECUR	BENEF ITIES e Securit	ICIAL OV	nge Act of 1934,	Expires: January 31 2005 Estimated average burden hours per response 0.5		
may continue. See Instruction 1(b).	30(h) of the I	•	•	• •				
(Print or Type Responses)								
1. Name and Address of Reporting LAY TERRY L	Symbol	er Name and ORP [VFC		Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of	of Earliest Tr Day/Year)	-		Director X Officer (giv below)		% Owner er (specify	
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip) Tak	ole I - Non-D	erivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on a separate line	e for each class of sec	curities benefi	-	-	or indirectly.	ction of S	SEC 1474	

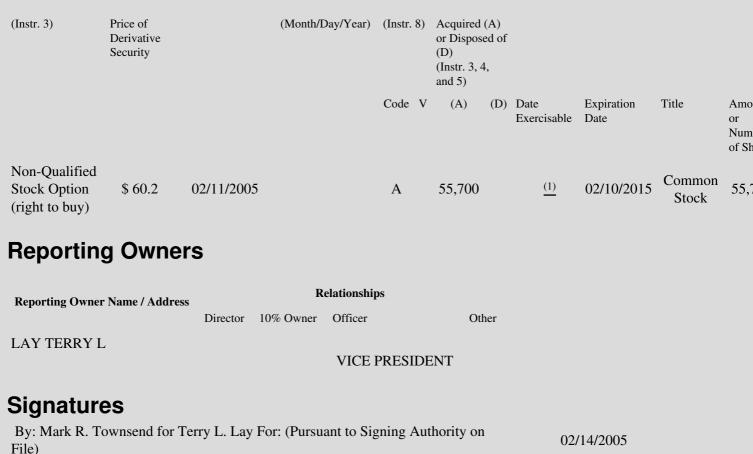
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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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<u>**</u>Signature of Reporting Person

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).

(1) This option vests as follows: 18,567 shares vest on 2/11/06; 18,567 shares vest on 2/11/07; and 18,566 shares vest on 2/11/08.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Date