DEMOREST HARRY L

Form 4

November 23, 2004

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response...

1(b).

(Print or Type Responses)

1. Name and A DEMORES	ting Person *	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		ON STEE f Earliest T	EL MILLS INC [OS]	(Chec	k all applicable	:)
, ,	` '	, ,	(Month/I	Day/Year)	ransaction	X Director Officer (give		
2200	ROADWAY,	SUITE	11/22/2	004		below)	below)	or (specify
	(Street)		4. If Ame	endment, D	ate Original	6. Individual or Jo	int/Group Filir	ng(Check
			Filed(Mo	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by C	one Reporting Pe	erson
PORTLANI	D, OR 97205-	3996				Form filed by M Person	ore than One Re	eporting
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative Securities Acq	quired, Disposed of	, or Beneficial	ly Owned
1.Title of Security	2. Transaction (Month/Day/Y			3. Transacti	4. Securities Acquired or(A) or Disposed of (D)	5. Amount of Securities	6. Ownership Form: Direct	

		Tabl	CI-MOH-D	ciivative	Secui	ines Acq	un cu, Disposcu o	i, or Deficilcian	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/22/2004		S	2,000	D	\$ 16.93	34,500	D	
Common Stock	11/22/2004		S	1,000	D	\$ 16.94	33,500	D	
Common Stock	11/22/2004		S	1,000	D	\$ 16.95	32,500	D	
Common Stock	11/22/2004		S	1,000	D	\$ 17.01	31,500	D	
Common Stock	11/22/2004		S	1,000	D	\$ 17.22	30,500	D	

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

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SEC 1474 (9-02)

> 8. Pr Deri Secu (Inst

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)	4. 5. TransactionNumber Code of (Instr. 8) 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
Common Stock	\$ 8.04					04/29/2005	04/29/2014	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Keiationsinps					
	Director	10% Owner	Officer	Other		

DEMOREST HARRY L 1000 SW BROADWAY, SUITE 2200 X PORTLAND, OR 97205-3996

Signatures

Option (1)

Jeffery S. Stewart 11/23/2004

**Signature of Date
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) 500 vests on 4/29/05; 500 vests on 4/29/06; 500 vests on 4/29/07

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.

Reporting Owners 2