FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

(Last) (First) (Middle) 3. Date 3120 SCOTT BLVD., STE. 130 4. If Ar	/2006	Fransactic		-	ar)		X Director X Officer (give t		% Owner her (specify			
(Last) (First) (Middle) 05/30 3120 SCOTT BLVD., STE. 130 4. If Arr	/2006		, (W	ontin/Day/100	ar)		Officer (give t	itle Ot	her (specify			
4. If Ar	nendment, D				3. Date of Earliest Transaction (Month/Day/Year) 05/30/2006							
	nendment, D	ate of Or				President and CEO						
			iginal	Filed (Month		 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting 						
(Street) SANTA CLARA CA 95054												
(City) (State) (Zip)							Person					
Table I - Non-Derivative S	ecurities	Acquir	ed, I	Disposed	of, or	Beneficia	ally Owned					
Date Execu (Month/Day/Year) if any	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
		Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)			
Common Stock 05/30/2006		S ⁽¹⁾		212	D	\$23.82	10,237	D				
Common Stock 05/30/2006		S ⁽¹⁾		800	D	\$23.81	9,437	D				
Common Stock 05/30/2006		S ⁽¹⁾		100	D	\$23.74	9,337	D				
Common Stock 05/30/2006		S ⁽¹⁾		104	D	\$23.72	9,233	D				
Common Stock 05/31/2006		М		20,000	Α	\$16.4	29,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$24.038	9 28,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$24.03	27,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$23.988	26,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$23.986	6 25,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$23.960	7 24,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$23.9014	4 23,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$23.887	6 22,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$23.87	21,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$23.862	20,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		4,000	D	\$23.86	16,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$23.840	5 15,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$23.836	6 14,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$23.8322	2 13,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$23.816	1 12,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$23.810	6 11,233	D				
Common Stock 05/31/2006		S ⁽¹⁾		341	D	\$23.7713	3 10,892	D				
Common Stock 05/31/2006		S ⁽¹⁾		1,000	D	\$23.761	9,892	D				
Common Stock 05/31/2006		S ⁽¹⁾		659	D	\$23.45	9,233	D				
Common Stock							26,134	I	By Trust ⁽²⁾			
Common Stock							8,000	I	As Custodian ⁽³⁾			
Common Stock							90,433	I	By Trust ⁽⁴⁾			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Ye	ar) Exec	2A. Deemed Execution Date, if any (Month/Day/Year)		te, T	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar 5)			Beneficially Owned		6. Ownership Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership		
							Code V		Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		(Instr. 4)		
Common	Common Stock											90,433		I	[By Trust ⁽⁵⁾		
Common	ommon Stock												4,00	0(6)	I		By Daughter	
	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)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		ansaction of ode (Instr. Derivat		ivative urities uired or posed D) tr. 3, 4	Expiration (Month/Da es ed			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownersl Form: Direct (I or Indir (I) (Instr 4)	Beneficial Ownership ect (Instr. 4)	
				Code	v	(A)	(D)	Date Exerci	isable	Expiration Date	Title	Amount or Number of Shares						
Director Stock Option (Right to Buy)	\$16.4	05/31/2006		М			20,00) (7	7)	01/21/2014	Commo Stock	ⁿ 20,000	\$0.00	120,	000	D		

Explanation of Responses:

1. The shares were sold pursuant to a 10b5-1 Sales Plan dated May 23, 2006.

2. The shares are held by Francis F. Lee and Evelyn C. Lee as Co-Trustees of the Lee 1999 Living Trust dated March 16, 1999.

3. The shares are held by the reporting person as custodian for his children.

4. The shares are held by Francis F. Lee, Trustee of the Francis Lee 2002 Irrevocable Trust.

5. The shares are held by Evelyn C. Lee, the reporting person's spouse, Trustee of the Evelyn Lee 2002 Irrevocable Trust.

6. The reporting person disclaims beneficial ownership of the securities held indirectly by his daughter, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

7. 25% of the total number of shares subject to the option vested and became exercisable on the twelve month anniversary of the January 21, 2004 vesting commencement date, and 1/48th of the total number of shares subject to the option vested or shall vest and became or shall become exercisable on the 21st day of each month thereafter.

Remarks:

May 30, 2006 Form 4 for Francis F. Lee (Form 2 of 2)

Jean E. Harris, as attorney-infact 06/01/2006

** Signature of Reporting Person Date

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

* 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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