## 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

	nd Address	of Reporting Persor	ı*						cker or Tradi	•				(Checł	k all appl	,	ng Pe		
(Last)	(F	ïrst)	(Middle)		3. Dat 01/2			Tran	nsaction (Mo	nth/l	Day/Yea	r)		х	Direct Office below	r (give title		10% O Other ( below)	
3000 SA	ND HILL I	ROAD, BLDG. 3	, SUITE	E 170	4. If A	mer	ndment,	Date	of Original	Filed	(Month/	Day/Year	′ I	6. Indi Line)	vidual or	Joint/Grou	p Filir	ng (Check A	pplicable
(Street) MENLO	PARK C	A	94025											X		filed by One filed by Mor		•	
(City)	(S	itate)	(Zip)		s										Perso	n			
		Tab	le I - N	lon-Deriv	/ative \$	Sec	urities	s Ac	quired, D	)isp	osed	of, or B	enefic	ially	Owne	d			
1. Title of	Security (In	str. 3)		2. Transa Date (Month/Da		Exe if a	Deemed ecution I ny onth/Day	Date,	3. Transact Code (In: ) 8)			rities Acq ed Of (D)			5. Amo Securit Benefic Owned	ties cially	Fori (D) d Indi	m: Direct or rect (I)	7. Nature of Indirect Beneficial Ownership
									Code	v	Amoun	t (A) (D)	or Pr	ice			(Ins	tr. 4)	(Instr. 4)
		т	able II						uired, Dis , options						wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	emed on Date, /Day/Year)	4. Transact Code (In 8)		5. Num of Derivat Securit Acquir (A) or Dispos of (D) (Instr. 3 and 5)	tive ties ed sed	6. Date Exe Expiration (Month/Day	Date		7. Title a Amount Securitie Underlyi Derivativ Security and 4)	of s ng re	of De Se (In	Price erivative curity istr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable		piration te	Title	Amou or Numb of Shares	er					
Director Stock Option (Right to Buy)	\$16.4	01/21/2004			А		12,500		(1)	01,	/21/2014	Common Stock	12,50	00	\$0	12,500		D	

## Explanation of Responses:

1. 25% of the total number of shares subject to the option shall vest and become 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 shall vest and become exercisable on the 21st day of each month thereafter.

Remarks:

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\*\* Signature of Reporting Person

01/22/2004 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.

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.