#### MORGAN STEPHEN E

Form 4 March 03, 2005

## FORM 4

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

**OMB APPROVAL** 

Check this box

3235-0287 Number:

if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

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

2. Issuer Name and Ticker or Trading

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

MORGAN	STEPHEN E	•	mbol RSTENI	ERGY	CORP [I	FE]	8	Issuer (Chec	k all applicable	
(Last) 76 SOUTH	(First) (I	(M	Date of Ea Jonth/Day/ J01/2005	Year)	nnsaction			DirectorX Officer (give below)	10%	Owner er (specify
AKRON, O	(Street) oH 44308		If Amendn ed(Month/I		Č			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by N Person	•	rson
(City)	(State)	(Zip)	Table I	- Non-D	erivative S	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Co Year) (In		4. Securit (A) or Dis (Instr. 3, 4)	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	03/01/2005			A	7,500 (1)	A	\$ 41.42	7,850.231	D	
Common								4.005.7552	T	By .

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

4.995.7553

Savings

Plan

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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 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. Transactic Code (Instr. 8)	5. Number on 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Stock Options (Right to buy)	\$ 27.75					11/22/2004	11/22/2010	Common Stock	
Stock Options (Right to buy)	\$ 29.5					05/16/2005	05/16/2011	Common Stock	1
Stock Options (Right to buy)	\$ 29.71					03/01/2004	03/01/2013	Common Stock	1
Stock Options (Right to buy)	\$ 34.45					04/01/2003	04/01/2012	Common Stock	4
Stock Options (Right to buy)	\$ 38.76					03/01/2005	03/01/2014	Common Stock	2
Phantom3/04D	\$ 1					03/12/2004	03/01/2007	Common Stock	1,0
RSUP1	\$ 1 <u>(2)</u>	03/01/2005		A	2,187 (3)	03/01/2008	03/01/2008	Common Stock	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>F-</b>	Director	10% Owner	Officer	Other			
MORGAN STEPHEN E 76 SOUTH MAIN STREET AKRON, OH 44308			President				
Signatures							
David W. Whitehead, POA	03/03/2	005					
**Signature of Reporting Person	Date						

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## **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 restricted stock was issued on 3/1/2005, and vests at 100% in 3 years.
- (2) 1 for 1
  - The performance based restricted stock units, which were granted March 1, 2005, will earn dividends. The reported number of units
- (3) reflects 75% of the total amount of units granted, and is the amount the employee is guaranteed to realize. The actual number realized could be 25% higher or 25% lower than the total amount of units granted.

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.