FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL						
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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

				·	or Se	ctio	n 30(h) o	f the Ír	nvestmen	t Con	npany Act	of 1940								
		f Reporting Person		NT INC		S	TWO		er or Trac		Symbol S GRO	UP II	<u>VC</u>		k all app Dired		ng Per	10% C	wner	
(Last)	(Fin	st) (f	Middle)				of Earlies	t Trans	saction (M	onth/	'Day/Year)				belo	er (give title w)		below)	(specify	
	RPORATE	,	,		4. If A	٩me	endment,	Date	of Origina	l Filed	d (Month/Da	ay/Year)	6. Ind	lividual	or Joint/Grou	p Filing	(Check A	Applicable	
(Street)	NY	? 1	0580											X	Form filed by One Reporting Person X Form filed by More than One Reporting Person					
(City)	(Sta	ate) (Z	Zip)																	
		Tabl	e I - N	lon-Deriv	ative	Se	curitie	s Acc	uired,	Disp	osed of	, or B	enef	ficially	Own	ed				
1. Title of	Security (Inst	tr. 3)		2. Transact Date (Month/Day		Ex if a	A. Deemed secution E any lonth/Day	Date,	3. Transac Code (In 8)		4. Securit Disposed and 5)				Secur	icially d		ect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) (D)	or P	Price	Repor		(. ,,	(
Common	Stock			04/06/2	005				P		400	A	. 9	\$18.81	1,0)41,550		D		
		Та	ble II	- Derivati (e.g., pu							sed of, onvertible				wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year) is	if any	tion Date,	4. STransaction Code (Instr. 8) S		on of Deriv Secur Acqu (A) or Dispo of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercis Expiration Dat (Month/Day/Ye		7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		of De Se (In	Price rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	wnership orm: rect (D) Indirect (Instr.	Beneficial Ownership	
					Code	<u> </u>	V (A)	(D)	Date Exercisa		Expiration Date	Title	Amor or Numl of Share	ber						
		f Reporting Person ET MANAGE		NT INC I	<u>ET</u>															
(Last)		(First)	(M	iddle)																
ONE CO	RPORATE	CENTER																		
(Street) RYE		NY	10)580																
(City)		(State)	(Zi	p)																

1 Name and Addres	ss of Reporting Pe	rson*					
1. Name and Address of Reporting Person GABELLI MARIO J							
<u> </u>	<u></u>						
(Last)	(First)	(Middle)					
C/O GABELLI A	SSET MANAG	EMENT INC					
ONE CORPORATE CENTER							
(Street)							
RYE	NY	10580					
(City)	(State)	(Zip)					
1. Name and Addres	s of Reporting Pe	rson*					
GABELLI GROUP CAPITAL PARTNERS							
INC							
(Last)	(First)	(Middle)					
140 GREENWIC	H AVENUE						
(Street)							
GREENWICH	CT	06830					
(City)	(State)	(Zip)					

Explanation of Responses:

/s/ James E. McKee Attorneyin-Fact for MARIO J. GABELLI and Secretary for GABELLI ASSET MANAGEMENT INC. and

04/07/2005

GGCP, INC.

** Signature of Reporting Person Date

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

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.

 $^{^{\}star}$ 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).