FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL						
OMB Number:	3235-0287					
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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 Se	ctic	on 30(h)	of the	Ínvestm	ent C	ompany Act	of 1940							
		Reporting Person		NT INC		S	TWC				g Symbol <mark>GS GRO</mark>	UP II	<u>\C</u>		all app	plicable) ctor		Owner	
(Last)	(Fir	st) (N	Middle	.)			of Earli 2005	est Tra	nsaction	(Mon	th/Day/Year)				belo	er (give title w)	belov	(specify /)	
	RPORATE	,		,	4. If .	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)				
(Street) RYE	NY	7 1	0580)										X		n filed by Mor	e Reporting Pe e than One Re		
(City)	(Sta		Zip)			_													
1 Title of	Security (Inst			Non-Deriv		_	Deemed		cquired	l, Di	sposed of					ed nount of	6. Ownership	7. Nature	
ii mac or v	scounty (mor	0)		Date (Month/Day/)	Year) i	Exe far	cution [Date,	Transac Code (I 8)		Disposed O 5)				Secui	rities ficially ed	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Price	e	Repo Trans		()	(,	
Common	Stock			04/12/20	05				P		3,100	A	\$18	.5226	1,0	048,150	D		
		Та	ble I	l - Derivat e.g., pı)					,	•	osed of, o			•	wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execu	Deemed ution Date, y tth/Day/Year)	4. Transa Code (8)		on of Der Sec (A) Dis of (In:	vivative curities quired or sposed (D) str. 3, 4	Expira (Mont	tion I		7. Title Amoun Securiti Underly Derivati Security 3 and 4	t of ies ying ive y (Instr	Sec (Ins	rice vative urity tr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
					Code		V (A)	(D)	Date Exerci	sable	Expiration Date	Title	Amour or Number of Shares	er					
		Reporting Person		NT INC	<u>ET</u>	_													
(Last)		(First)	(1)	Middle)															
ONE CO	RPORATE	CENTER				_													
(Street) RYE	,	NY	1	0580															
(City)	ı	(State)	(2	Zip)															

1. Name and Address		erson*					
(Last)	(First)	(Middle)					
C/O GABELLI A	SSET MANAG	EMENT INC					
ONE CORPORA	TE CENTER						
(Street)							
RYE	NY	10580					
(City)	(State) (Zip)						
1. Name and Address GABELLI GR	. •	TAL PARTNERS					
(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 of GABELLI ASSET MANAGEMENT INC. and

04/13/2005

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).