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Brown Hazel											
Form 4											
January 31, 2									PPROVAL		
FORM	4 UNITED	STATES		RITIES A			COMMISSIO		3235-0287		
Check this if no long subject to Section 10 Form 4 or	er STATEN 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 5 obligation may conti <i>See</i> Instru 1(b).	Is Section 17(a) of the l	Public U	tility Ho	lding Cor		nge Act of 1934, of 1935 or Secti 940				
(Print or Type R	lesponses)										
1. Name and Address of Reporting Person <u>*</u> Brown Hazel			Symbol WEAT	er Name an HERFOF	RD	-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
_				NATION		0[WFI]					
(Last) 515 POST O	(First) (1 DAK BLVD., ST	Middle) E. 600		of Earliest T Day/Year) 2006	ransaction		Director X Officer (gibelow)		% Owner ner (specify		
HOUSTON,		endment, D onth/Day/Yea	-	ıl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
							Person				
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned		
	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Repo	ort on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
	on a separate mit				Perso inform requir	ns who res nation cont red to resp ays a curre	spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 3			or bosed D) tr. 3,	3				(Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	01/31/2006		А		40		(2)	(2)	Common Shares	40	\$ 41.57
Phantom Stock Units	<u>(1)</u>	01/31/2006		А		79		(2)	(2)	Common Shares	79	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Brown Hazel 515 POST OAK BLVD., STE. 600 HOUSTON, TX 77027			VP, HR					
Signatures								
Burt M. Martin, by Power of Attorney	01	1/31/2006						
**Signature of Reporting Person		Date						

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) The phantom stock units convert to common shares on a one-for-one basis.

All phantom stock units credited under the Company's Executive Deferred Compensation Stock Ownership Plan (the "Plan") with respect to deferrals by a participant are 100% vested at all times. All units credited under the Plan with respect to the Company's 7.5% allocation and matching allocation vest at 20% per year for each year of service. Distributions under the Plan are made upon termination of employment, retirement or death of the participant.

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.