

SOUTHEAST AIRPORT GROUP
Form SC 13D/A
June 02, 2008

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 8)***

Grupo Aeropotuario del Sureste, S.A.B. de C.V.
(Name of Issuer)

American Depositary Shares, as evidenced by American Depositary Receipts, each representing ten Series B Shares
Series B Shares, without par value
(Title of Class of Securities)

40051E202

(CUSIP Number)

Fernando Chico Pardo
c/o Promecap, S.C.

Bosque de Alisos No. 47A-3, Bosques de las Lomas
CP 05120, Mexico, D.F., Mexico
+52 55 1105 0800

With a copy to:

Milbank, Tweed, Hadley & McCloy LLP
One Chase Manhattan Plaza
New York, New York 10005
(212) 530-5735

Attention: Roland Hlawaty

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 29, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act

but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 40051E202

NAME OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above person (entities only)
Fernando Chico Pardo

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 United Mexican States

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

73,201,535

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

73,201,535

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

73,201,535

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

26.4%

TYPE OF REPORTING PERSON

14

IN

CUSIP No. 40051E202

NAME OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above person (entities only)
Agrupación Aeroportuaria Internacional II, S.A. de C.V.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 United Mexican States

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES
BENEFICIALLY **8**
OWNED BY

51,151,535

EACH SOLE DISPOSITIVE POWER

9

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

51,151,535

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

51,151,535

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

18.5%

TYPE OF REPORTING PERSON

14

CO

CUSIP No. 40051E202

NAME OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above person (entities only)
Agrupación Aeroportuaria Internacional, S.A. de C.V.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 OO and BK

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 United Mexican States

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

73,201,535

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

73,201,535

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

73,201,535

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

26.4%

TYPE OF REPORTING PERSON

14

CO

Amendment No. 8 to Schedule 13D

The Reporting Persons (as defined below) hereby amend and supplement the statement on Schedule 13D filed with the Securities and Exchange Commission (the Commission) on April 9, 2007, as amended by Amendment No. 1 thereto filed on May 14, 2007, Amendment No. 2 thereto filed on June 4, 2007, Amendment No. 3 thereto filed on June 5, 2007, Amendment No. 4 thereto filed on June 20, 2007, as amended and restated by Amendment No. 5 thereto filed on June 20, 2007, as amended by Amendment No. 6 thereto filed on August 22, 2007 and as amended by Amendment No. 7 thereto filed on May 23, 2008 (Amendment No. 7) to, among other things, reflect the Reporting Persons' acquisition of series B shares (Series B Shares) (including Series B Shares underlying the American Depositary Receipts (ADSs)) of Grupo Aeropotuario del Sureste, S.A.B. de C.V., a limited liability publicly traded corporation with variable capital stock (*sociedad anónima bursátil de capital variable*) (the Company), organized under the laws of the United Mexican States (Mexico). According to its public filings with the Commission, the Company, through its subsidiaries, operates airports in the southeastern region of Mexico. Defined terms used but not defined herein shall have the respective meanings given to such terms in Amendment No. 5 or Amendment No. 6.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended by adding at the end of the Item the following paragraphs:

Purchaser acquired an additional 4,457,800 Shares in the open market with funds it received indirectly pursuant to a draw down of \$22.2 million from the Loan Facility.

Mr. Luis Chico purchased an additional 10,000 Shares previously reported on Amendment No. 7 in the open market with personal funds.

Item 5. Interest in Securities of the Issuer¹

Item 5 is hereby amended by deleting paragraphs a) through c) and replacing them with the following:

- (a)
 - (i) Mr. Chico beneficially owns 73,201,535 Shares representing 26.4% of the total issued and outstanding Shares.
 - (ii) Purchaser beneficially owns 51,151,535 Shares representing 18.5% of the total issued and outstanding Shares.
 - (iii) AAI beneficially owns 73,201,535 Shares representing 26.4% of the total issued and outstanding Shares.
 - (iv) Mr. Luis Chico beneficially owns 150,000 Shares representing 0.1% of the total issued and outstanding Shares.
- (b)
 - (i) Mr. Chico has the shared power to vote and dispose of 73,201,535 Shares with Purchaser and AAI.
 - (ii) Purchaser has the shared power to vote and dispose of 51,151,535 Shares with Mr. Chico and AAI.
 - (iii) AAI has the shared power to vote and dispose of 73,201,535 Shares with Mr. Chico and Purchaser.
 - (iv) Mr. Luis Chico has the sole power to vote and dispose of 150,000 Shares.
- (c) The trading dates, number of Shares purchased and sold and price per Share for all transactions in the Shares since the most recent filing of Schedule 13D on May 23, 2008 by the Reporting Persons or Mr. Luis Chico are set forth in Annex A and were all effected in broker transactions.

¹ Excludes the Series BB Shares held by ITA.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: June 2, 2008

FERNANDO CHICO PARDO

/s/ Fernando Chico Pardo

AGRUPACIÓN AEROPORTUARIA
INTERNACIONAL II, S.A. DE C.V

By: /s/ Fernando Chico Pardo
Name: Fernando Chico Pardo
Title: Attorney in fact

AGRUPACIÓN AEROPORTUARIA
INTERNACIONAL, S.A. DE C.V.

By: /s/ Fernando Chico Pardo
Name: Fernando Chico Pardo
Title: Attorney in fact

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ANNEX A
TRANSACTIONS IN THE SHARES
Transactions by Agrupación Aeroportuaria Internacional II, S.A. de C.V.

Date of Transaction	Number of Shares Purchased (ADS)	Price per Share (US\$)
5/23/2008	300	\$50.31
5/23/2008	600	\$50.32
5/23/2008	585	\$50.33
5/23/2008	215	\$50.35
5/23/2008	100	\$50.43
5/23/2008	12,524	\$50.40
5/23/2008	200	\$50.44
5/23/2008	300	\$50.45
5/23/2008	200	\$50.41
5/23/2008	100	\$50.42
5/23/2008	200	\$50.49
5/23/2008	600	\$50.47
5/23/2008	500	\$50.34
5/23/2008	10,400	\$50.39
5/23/2008	1,300	\$50.29
5/23/2008	300	\$50.27
5/23/2008	200	\$50.30
5/23/2008	1,400	\$50.36
5/23/2008	1,600	\$50.37
5/23/2008	5,876	\$50.38
5/27/2008	100	\$50.25
5/27/2008	100	\$50.33
5/27/2008	200	\$50.29
5/27/2008	200	\$50.30
5/27/2008	400	\$50.32
5/27/2008	300	\$50.31
5/27/2008	400	\$50.37
5/27/2008	200	\$50.36
5/27/2008	300	\$50.38
5/27/2008	600	\$50.39
5/27/2008	500	\$50.35
5/27/2008	1,900	\$50.40
5/28/2008	100	\$50.25
5/28/2008	180	\$50.10
5/28/2008	200	\$50.19
5/28/2008	100	\$50.18
5/28/2008	220	\$50.03
5/28/2008	400	\$50.15
5/28/2008	200	\$50.05

Date of Transaction	Number of Shares Purchased (ADS)	Price per Share (US\$)
5/28/2008	100	\$50.02
5/28/2008	200	\$50.00
5/28/2008	100	\$49.93
5/28/2008	400	\$49.91
5/28/2008	100	\$49.92
5/28/2008	100	\$49.94
5/28/2008	100	\$49.95
5/28/2008	400	\$49.88
5/28/2008	200	\$49.84
5/28/2008	600	\$49.86
5/28/2008	400	\$49.85
5/28/2008	100	\$49.81
5/28/2008	300	\$49.87
5/28/2008	800	\$49.90
5/28/2008	200	\$49.83
5/28/2008	200	\$49.89
5/28/2008	300	\$49.80
5/28/2008	100	\$49.77
5/28/2008	100	\$49.69
5/28/2008	100	\$49.68
5/28/2008	139	\$49.64
5/28/2008	100	\$49.66
5/28/2008	61	\$49.70
5/28/2008	100	\$49.67
5/28/2008	100	\$49.63
5/28/2008	300	\$49.61
5/28/2008	200	\$49.57
5/28/2008	300	\$49.55
5/28/2008	595	\$49.49
5/28/2008	1,300	\$49.48
5/28/2008	105	\$49.47
5/28/2008	200	\$49.59
5/28/2008	100	\$49.52
5/28/2008	100	\$49.62
5/28/2008	100	\$49.56
5/28/2008	200	\$49.53
5/28/2008	100	\$49.50
5/28/2008	200	\$49.29
5/28/2008	100	\$49.28
5/28/2008	1,100	\$49.44
5/28/2008	500	\$49.43
5/28/2008	600	\$49.46
5/28/2008	1,710	\$49.45

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5/28/2008	910	\$49.41
5/28/2008	800	\$49.39
5/28/2008	100	\$49.43
5/28/2008	280	\$49.37
5/28/2008	700	\$49.40
5/28/2008	500	\$49.36

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Date of Transaction	Number of Shares Purchased (ADS)	Price per Share (US\$)
5/28/2008	600	\$49.38
5/28/2008	100	\$49.42
5/28/2008	100	\$49.35
5/28/2008	900	\$49.33
5/28/2008	900	\$49.34
5/28/2008	200	\$49.32
5/28/2008	300	\$49.30
5/28/2008	200	\$49.19
5/28/2008	800	\$49.17
5/28/2008	100	\$49.09
5/28/2008	100	\$49.13
5/28/2008	300	\$49.14
5/28/2008	400	\$49.31
5/28/2008	200	\$49.22
5/28/2008	100	\$49.23
5/28/2008	400	\$49.12
5/28/2008	700	\$49.16
5/28/2008	500	\$49.15
5/28/2008	300	\$49.08
5/28/2008	1,100	\$49.00
5/28/2008	100	\$48.92
5/28/2008	200	\$48.93
5/28/2008	300	\$48.94
5/28/2008	500	\$48.95
5/28/2008	500	\$49.01
5/28/2008	100	\$49.03
5/29/2008	10,000	\$48.90
5/29/2008	1,000	\$48.81
5/29/2008	100	\$48.74
5/29/2008	100	\$48.50
5/29/2008	700	\$48.47
5/29/2008	200	\$47.59
5/29/2008	400	\$48.04
5/29/2008	100	\$47.97
5/29/2008	500	\$47.96
5/29/2008	700	\$47.60
5/29/2008	200	\$47.54
5/29/2008	500	\$47.55
5/29/2008	100	\$47.54
5/29/2008	800	\$47.56
5/29/2008	700	\$47.58
5/29/2008	200	\$47.52
5/29/2008	100	\$47.57

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5/29/2008	400	\$47.55
5/29/2008	300	\$47.91
5/29/2008	600	\$47.92
5/29/2008	500	\$48.43
5/29/2008	700	\$48.42
5/29/2008	1,000	\$48.25

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Date of Transaction	Number of Shares Purchased (ADS)	Price per Share (US\$)
5/29/2008	800	\$48.17
5/29/2008	300	\$48.24
5/29/2008	800	\$48.22
5/29/2008	100	\$48.10
5/29/2008	300	\$48.14
5/29/2008	230	\$48.18
5/29/2008	500	\$48.13
5/29/2008	600	\$48.15
5/29/2008	270	\$48.21
5/29/2008	2,600	\$48.33
5/29/2008	600	\$48.37
5/29/2008	722	\$48.46
5/29/2008	100	\$48.47
5/29/2008	478	\$48.57
5/29/2008	1,800	\$48.49
5/29/2008	1,100	\$48.48
5/29/2008	100	\$48.67
5/29/2008	100	\$48.68
5/29/2008	400	\$48.64
5/29/2008	800	\$48.60
5/29/2008	200	\$48.59
5/29/2008	200	\$48.58
5/29/2008	700	\$48.53
5/29/2008	3,000	\$48.45
5/29/2008	15,100	\$48.50
5/29/2008	1,800	\$48.40
5/29/2008	1,900	\$48.35
5/29/2008	500	\$48.36
5/29/2008	900	\$48.38
5/29/2008	300	\$48.27
5/29/2008	500	\$48.28
5/29/2008	700	\$48.39
5/29/2008	500	\$48.26
5/29/2008	1,500	\$48.34
5/29/2008	1,100	\$48.31
5/29/2008	1,300	\$48.30
5/29/2008	100	\$48.32
5/29/2008	600	\$48.51
5/29/2008	4,800	\$48.54
5/29/2008	200	\$48.55
5/29/2008	400	\$48.56
5/29/2008	200	\$49.58
5/29/2008	800	\$48.65

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5/29/2008	100	\$48.82
5/29/2008	400	\$48.86
5/29/2008	100	\$48.87
5/29/2008	300	\$48.94
5/29/2008	100	\$48.91
5/29/2008	500	\$48.83

10

Date of Transaction	Number of Shares Purchased (ADS)	Price per Share (US\$)
5/29/2008	200	\$48.78
5/29/2008	500	\$49.02
5/29/2008	600	\$49.18
5/29/2008	1,000	\$49.20
5/29/2008	100	\$49.24
5/29/2008	400	\$49.50
5/29/2008	100	\$49.56
5/29/2008	100	\$49.59
5/29/2008	1,400	\$49.78
5/29/2008	300	\$49.84
5/29/2008	200	\$49.69
5/29/2008	100	\$50.08
5/29/2008	100	\$50.07
5/29/2008	200	\$50.09
5/29/2008	400	\$50.03
5/29/2008	400	\$50.04
5/29/2008	300	\$50.02
5/29/2008	1,900	\$50.00
5/29/2008	100	\$49.91
5/29/2008	800	\$49.93
5/29/2008	400	\$49.92
5/29/2008	100	\$49.96
5/29/2008	200	\$50.06
5/29/2008	300	\$50.11
5/29/2008	100	\$50.12
5/29/2008	300	\$50.01
5/29/2008	700	\$49.83
5/29/2008	100	\$49.72
5/29/2008	500	\$49.73
5/29/2008	800	\$49.88
5/29/2008	51,450	\$49.85
5/29/2008	2,100	\$49.89
5/29/2008	300	\$49.87
5/29/2008	5,250	\$49.90
5/29/2008	500	\$49.95
5/29/2008	800	\$49.97
5/29/2008	100	\$49.98
5/29/2008	200	\$49.94
5/29/2008	200	\$49.99
5/29/2008	1,300	\$49.19
5/29/2008	200	\$49.22
5/29/2008	100	\$49.25
5/29/2008	100	\$49.26

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5/29/2008	100	\$49.23
5/29/2008	300	\$49.22
5/29/2008	600	\$49.17
5/29/2008	100	\$49.11
5/29/2008	500	\$49.09
5/29/2008	500	\$49.14

Date of Transaction	Number of Shares Purchased (ADS)	Price per Share (US\$)
5/29/2008	800	\$49.10
5/29/2008	200	\$49.12
5/29/2008	100	\$49.29
5/29/2008	700	\$49.28
5/29/2008	100	\$49.31
5/29/2008	200	\$49.29
5/29/2008	200	\$49.32
5/29/2008	200	\$49.33
5/29/2008	100	\$49.38
5/29/2008	100	\$49.39
5/29/2008	100	\$49.41
5/29/2008	500	\$49.40
5/29/2008	200	\$49.35
5/29/2008	100	\$49.33
5/29/2008	1,500	\$49.30
5/29/2008	400	\$49.25
5/29/2008	200	\$49.16
5/29/2008	300	\$49.14
5/29/2008	1,400	\$49.34
5/29/2008	1,000	\$49.21
5/29/2008	500	\$49.05
5/29/2008	400	\$49.12
5/29/2008	300	\$49.13
5/29/2008	1,800	\$49.15
5/29/2008	300	\$49.23
5/29/2008	800	\$49.27
5/29/2008	1,400	\$49.39
5/29/2008	700	\$49.41
5/29/2008	300	\$49.64
5/29/2008	600	\$49.60
5/29/2008	100	\$49.75
5/29/2008	102,400	\$49.80
5/29/2008	900	\$49.76
5/29/2008	300	\$49.79
5/29/2008	600	\$49.70
5/29/2008	300	\$49.71
5/30/2008	100	\$49.75
5/30/2008	300	\$51.09
5/30/2008	1,300	\$51.17
5/30/2008	100	\$51.15
5/30/2008	1,200	\$51.13
5/30/2008	2,500	\$51.20
5/30/2008	700	\$51.20

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5/30/2008	15,630	\$51.11
5/30/2008	6,300	\$51.10
5/30/2008	2,000	\$51.13
5/30/2008	2,470	\$51.19
5/30/2008	1,200	\$51.24
5/30/2008	2,600	\$51.25
5/30/2008	7,700	\$51.23
5/30/2008	1,400	\$51.22
5/30/2008	17,600	\$51.26

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Date of Transaction	Number of Shares Purchased (Series B)	Price per Share (MXP)
5/23/2008	10,000	\$54.30
5/23/2008	5,400	\$54.30
5/23/2008	5,000	\$54.30
5/23/2008	700	\$54.39
5/23/2008	200	\$54.40
5/23/2008	2,700	\$54.41
5/23/2008	4,300	\$54.39
5/23/2008	2,700	\$54.40
5/23/2008	5,000	\$54.40
5/23/2008	4,000	\$54.40
5/23/2008	100	\$54.48
5/23/2008	2,700	\$54.48
5/28/2008	2,000	\$52.30
5/28/2008	2,000	\$52.30
5/28/2008	100	\$52.30
5/28/2008	2,000	\$52.30
5/28/2008	3,900	\$52.30
5/28/2008	10,000	\$52.00
5/28/2008	10,000	\$51.94
5/28/2008	7,800	\$51.75
5/28/2008	2,200	\$51.70
5/28/2008	5,000	\$51.60
5/28/2008	5,000	\$51.67
5/28/2008	5,000	\$51.55
5/28/2008	1,900	\$51.50
5/28/2008	5,500	\$51.51
5/28/2008	3,100	\$51.50
5/28/2008	3,300	\$51.50
5/28/2008	1,200	\$51.50
5/28/2008	5,000	\$51.30
5/28/2008	2,000	\$51.20
5/28/2008	5,000	\$51.20
5/28/2008	1,800	\$51.20
5/28/2008	200	\$51.28
5/28/2008	1,400	\$51.08
5/28/2008	5,000	\$51.00
5/28/2008	9,600	\$50.90
5/28/2008	2,000	\$50.80
5/28/2008	8,000	\$50.80
5/28/2008	5,000	\$50.75

Date of Transaction	Number of Shares Purchased (Series B)	Price per Share (MXP)
5/29/2008	900	\$50.50
5/29/2008	1,000	\$50.50
5/29/2008	3,100	\$50.50
5/29/2008	15,000	\$50.36
5/29/2008	2,000	\$50.00
5/29/2008	1,000	\$50.00
5/29/2008	1,000	\$50.00
5/29/2008	6,000	\$50.00
5/29/2008	5,000	\$49.50
5/29/2008	5,000	\$49.50
5/29/2008	10,000	\$49.50
5/29/2008	7,000	\$49.10
5/29/2008	7,000	\$49.10
5/29/2008	6,000	\$49.10
5/29/2008	10,000	\$49.15
5/29/2008	1,100	\$49.80
5/29/2008	2,500	\$50.00
5/29/2008	3,000	\$50.00
5/29/2008	13,400	\$50.00
5/29/2008	500	\$49.65
5/29/2008	10,000	\$49.96
5/29/2008	10,000	\$50.00
5/29/2008	5,000	\$49.97
5/29/2008	8,900	\$49.90
5/29/2008	5,600	\$49.85
5/29/2008	15,000	\$51.49
5/29/2008	15,000	\$51.45
5/29/2008	15,000	\$51.43
5/29/2008	15,000	\$51.40
5/29/2008	23,300	\$51.40
5/29/2008	1,000	\$51.40
5/29/2008	2,700	\$51.37
5/29/2008	10,000	\$50.92
5/29/2008	3,000	\$50.80
5/29/2008	8,400	\$50.85
5/29/2008	1,600	\$51.55
5/30/2008	12,000	\$51.39
5/30/2008	12,000	\$51.39