## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	DC	205/19
wasiiiiiqtoii,	D.C.	20349

<b>STATEMENT</b>	<b>OF CHANGES</b>	IN BENEFICIAL	<b>OWNERSHIP</b>

OMB APPRO	OVAL
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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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	d Address of	Reporting Person* BERT C					e <b>and</b> Tick E PAL			Symbol CO [ CI	L]				all app Direc	licable) tor		Issuer Owner (specify
	-	LMOLIVE CON	(Middle) MPANY		3. Date of Earliest Transaction (Month/Day/Year) 11/18/2004								X	belov	,	belov Pet Nutrition	v)`	
(Street)  NEW YO  (City)			10022 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)								Individue) X	vidual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
		Tab	le I - No	า-Deriva	tive S	ecurit	ies Ac	quired,	Dis	posed o	f, or	Bene	ficia	ally C	Owne	ed		
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)				4 and Secur Benef Owne		cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(1	A) or O)	Price	- 1		action(s) 3 and 4)		(Instr. 4)
Common	Stock			11/18/	2004			F <sup>(1)</sup>		211	211 D		\$47	.23	208,320		D	
Common	Stock															124	I	By Hill's Trustee
Common	Stock															558	I	By Issuer's 401(k) Plan Trustee
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
1. Title of Derivative Conversion or Exercise Price of Derivative Security  (Instr. 3)    A. Transaction Date   Execution Date, if any (Month/Day/Year)   Month/Day/Year)			Date, T	Transaction of E Code (Instr. Derivative (		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)				rivative d curity S str. 5) B O F R	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Date	.	Expiration		or Num of						

## **Explanation of Responses:**

1. Payment of tax liability by withholding shares of stock from restricted shares vesting under the issuer's Executive Incentive Compensation Plan.

## Remarks:

Nina D. Gillman by power of attorney

11/22/2004

\*\* Signature of Reporting Person

Date

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

- \* 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).

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.