Edgar Filing: MASTOLONI RICHARD - Form 4

	NI RICHARD										
Form 4 June 28, 201	2										
FORM	ЛЛ								OMB AF	PROVAL	
	UMIED	STATES			AND EX , D.C. 20		NGE CO	OMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 of Form 5 obligatio may com <i>See</i> Instr 1(b).	ger 5. 6. 5. 5. 6. 5. 5. 5. 5. 5. 5. 5. 5. 5. 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type]	Responses)										
MASTOLONI RICHARD Sym LOI								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 600 THIRD	. , , ,	Middle)		f Earliest T Day/Year) 2012	ransaction		- - 1	Director X Officer (give t below) SVP, Fina			
				iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR	K, NY 10016						ī	Form filed by Mo Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	omr Dispose (Instr. 3, 4	ed 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)	
Common Stock	06/27/2012			М	12,083 (1)	A	\$ 23.537 (1)	28,273	D		

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

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.537 (<u>1)</u>	06/27/2012		М	1	12,083 (1)	(2)	12/21/2012	Common Stock	12,083 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
MASTOLONI RICHARD 600 THIRD AVENUE NEW YORK, NY 10016			SVP, Finance and Treasurer					
Signatures								

Richard P. Mastoloni **Signature of Date

Reporting Person

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).
- The 12,083 shares (originally 10,000 shares) acquired by the reporting person upon exercise of his options and the exercise price of
- (1) \$23.537 per share (originally \$28.441 per share) reflects an equitable adjustment made to the Company's outstanding options in connection with the payment by the Company in April 2012 of a special dividend of \$13.60 per share.
- (2) The options were granted on December 21, 2005. Vesting ocurred as follows: 25% vested on November 21, 2006; 25% vested on October 31, 2007; 25% vested on November 21, 2007; and 25% vested on November 21, 2008.

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.