## Edgar Filing: Kranich Robin B - Form 4

Kranich Rol	bin B											
Form 4	• • • •											
February 12									0145.4			
FORM	14	статрс	SECU	DITIES		CILA	NCE		T -	PPROVAL		
	UNITED	STATES		shington			NGE		Number:	3235-0287	,	
Check th	nis box		***	isinington	, <b>D</b> .C. 20	547				January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI								WNERSHIP OF	Expires:	2005		
-	Subject to STATEMENT OF CHARGES IN DENEFTCIAL OWNERS									Estimated average burden hours per		
Form 4 of									response	•	5	
Form 5	· · · · ·							nge Act of 1934,				
obligatio may con	Nection 1 //			•	•			of 1935 or Section	on			
See Instr		30(h)	of the I	nvestment	t Compar	ny Ac	t of 1	940				
1(b).												
(Print or Type	Responses)											
(												
1. Name and A	Address of Reporting	Person <sup>*</sup>	2. Issue	er Name and Ticker or Trading			ıg	5. Relationship of Reporting Person(s) to				
Kranich Robin B Symbol							C	Issuer				
			NER INC	[IT]			(Check all applicable)					
(Last)	(First) (	Middle)	3. Date of	of Earliest T	ransaction			(Chi	ck all applicabl	c)		
			(Month/	Day/Year)				Director		% Owner		
				1/2009				XOfficer (give titleOther (specify below)				
BOX 10212	2							SVP	, Human Resour	ce		
	(Street)		4. If Am	endment, D	ate Origina	ıl		6. Individual or	Joint/Group Fili	ng(Check		
			onth/Day/Yea	r)			Applicable Line)					
								_X_ Form filed by Form filed by	One Reporting P More than One R			
STAMFOR	RD, CT 06904-22	12						Person	where than one R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Secur	ities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of		
Security	•		on Date, if TransactionAcquired (A) or				Securities	Form: Direct	Indirect			
(Instr. 3)		any (Month/Day/Year)		CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)				Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		(Wond) Da	uy/ I cui )	(Instr. 0)	(1130. 5,	+ and 5	')	Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported				
						or		Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D)	Price	(msu. 5 and 4)				

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)

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired ( or Dispose (D) (Instr. 3, 4, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ai or Nu of
Stock Appreciation Rights	\$ 11.11	02/11/2009		A		48,516		02/11/2010(1)	02/11/2016	Common Stock	4

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Kranich Robin B 56 TOP GALLANT ROAD P.O. BOX 10212 STAMFORD, CT 06904-2212			SVP, Human Resource	
Signatures				

/s/ Kevin Feeney for Robin 02/12/2009 Kranich Date

\*\*Signature of 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).
- (1) The stock appreciation right becomes exercisable in four substantially equal annual installments commencing on 2/11/2010.

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.