SEC Form 4

Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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hours per response:

| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See | STATEMENT OF CHANGES IN |
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| Instruction 1(b) | Filed purcuent to Section 16(a) of the S |

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

| | | | 0.000 | | | pany / lot 01 1040 | | | | |
|--|-----------------|----------|--|---|---|--|------------------------|---|---|---|
| 1. Name and Address of Reporting Person [*] COTE DAVID M | | | | | | ^{mbol} TONAL INC [| | | | Owner (specify |
| (Last) 101 COLUMBIA | (First) ROAD | (Middle) | 3. Date 10/27/2 | of Earliest Transac 2006 | tion (Month/D | ay/Year) | | Chairman & CEO | | , |
| (Street) MORRISTOWN | NJ | 07960 | 4. If Am | endment, Date of C | Driginal Filed (| Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Form filed by One | | |
| (City) | (State) | (Zip) | | | | | | Form filed by Mor Person | e than One Repo | orting |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
| 1. Title of Security (I | nstr. 3) | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |

| (month/Day/real) | (Month/Day/Year) | 8) | | 5) | | | (I) (Instr. 4) | Ownership (Instr. 4) | | |
|------------------|------------------|------|---|----|---------------|-------|------------------------------------|-------------------------|-----------|----|
| | | Code | v | | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150. 4) | |
| | | | | | | | | | | ٦. |

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

| 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. Transa Code (8) | | 5. Number of Derivatives Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---|---|--|---|------------------------------|---|--|-----|---|--------------------|---|--|--|--|---|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Supplemental Savings Plan Interests | (1) | 10/27/2006 | | A ⁽²⁾ | | 52.009 | | (2) | (2) | Common Stock | 52.009 | \$42.3 | 6,156.918 | D | |

Explanation of Responses:

1. Instrument converts to common stock on a one-for-one basis.

2. Reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 10/27/2006.

| <u>Jacquelin</u> | e Who | rms F | OR D | avid | 10/20/2000 | - |
|------------------|-------|-------|------|------|------------|---|
| M. Cote | | | | | 10/30/2000 | 2 |
| | | | | | | |

** 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.