SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

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

| 1. Name and Address of Reporting Person [*] <u>ANDERSON DAVID J</u> | | | | r Name and Ticker EYWELL IN | • • | ^{mbol} CIONAL INC [| | tionship of Reporting all applicable) Director Officer (give title | 10% C Other | Owner (specify | |
|--|--|---|---|--|--|---------------------------------|---|---|---|-------------------|--|
| (Last) 101 COLUMBIA | (First) ROAD | (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 12/03/2010 | | | | | below) below) Sr. VP & CFO | | |
| (Street) MORRISTOWN NJ 07960 (City) (State) (Zip) | | | 4. If Am | endment, Date of C | Driginal Filed (| Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
| Date | | 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) | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership | | |

| | (| •, | | | | | Demonted | (Instr. 4) | |
|---|---|------|---|--------|---------------|-------|--|------------|--|
| | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (instr. 4) | |
| Table II - Derivative Se (e.g., puts, ca | | | | , | | | wned | | |

| 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) | | | | of Expiration Date Derivative Securities Acquired A) or Disposed of (D) (Instr. | | 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) | 12/03/2010 | | A ⁽²⁾ | | 26.911 | | (2) | (2) | Common Stock | 26.911 | \$51.45 | 4,377.165 | 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 12/03/2010.

| Jacqueline Katzel FOR | David J. 12/06/2010 |
|-----------------------|---------------------|
| Anderson | 12/06/2010 |

** 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.