## SEC Form 4

Instruction 1(b).

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## 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

0.5

hours per response:

Filed purcuent to Cost	ion 16(a) of the	Socurition Eyeh

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

*			01 000		vesiment con	ipany Act of 1940					
1. Name and Address of Reporting Person* COTE DAVID M (Last) (First) (Middle) 101 COLUMBIA ROAD			HON HON	] of Earliest Transac	ITERNAT	<u>TIONAL INC</u> [	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) Chairman & CEO				
(Street) MORRISTOWN (City)	NJ (State)	07962 (Zip)	4. If Am	nendment, Date of C	Driginal Filed (	Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Pers	on	
		Table I - Nor	n-Derivative S	ecurities Acq	uired, Disp	osed of, or Benefi	cially (	Owned			
1. Title of Security (	Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A)		5. Amount of	6. Ownership	7. Nature of	

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	n Date, Transaction Code (Instr.	ction	4. Securities A Disposed Of (I 5)			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	
			Code	v	Amount	(A) or (D)	Price			(Instr. 4)	

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. Transa Code ( 8)				Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	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)	04/13/2006		A <sup>(2)</sup>		50.679		(2)	(2)	Common Stock	50.679	\$43.41	5,323.245	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 4/13/06.

Thomas F. La	rkins for David M. 04/17/2006
Cote	04/1//2006

\*\* 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.