Edgar Filing: FERRARA ALBERT E JR - Form 4

Form 4	ALBERT E JR										
January 25,									OMB A	PPROVAL	
FORM	4 UNITED	STATES					NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur ons tinue.	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 20(b) of the Investment Company Act of 1940							January 3 Expires: 200 Estimated average burden hours per response 0		
(Print or Type	Responses)										
FERRARA ALBERT E JR Symbol				er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 9227 CENT	(First) (N	Middle)	3. Date of (Month/D 01/23/20	-	ansaction			Director XOfficer (give below) Sr. V.P., O			
	(Street)			ndment, Dat th/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by C	-	-	
WEST CHI	ESTER, OH 4506	9						Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, any (Month/Day/Year)		n Date, if	Code (Instr. 3, 4 and 5)				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Stock	01/23/2013			А	15,900	А	\$0	116,688	D		
Common Stock	01/23/2013			F	5,850	D	\$ 4.59	110,838	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.

Edgar Filing: FERRARA ALBERT E JR - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option (Right to Buy)	\$ 4.59	01/23/2013		А	21,000	01/23/2014(1)	01/23/2023	Common Stock	21
Performance Shares	<u>(2)</u>	01/23/2013		А	12,250 (<u>3)</u>	12/31/2015	12/31/2015	Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships						
I B	Director	10% Owner	Officer	Other			
FERRARA ALBERT E JR 9227 CENTRE POINTE DR WEST CHESTER, OH 45069			Sr. V.P., Corp. Strategy & IR				

Signatures

/s/ Albert E. Ferrara, Jr. **Signature of Reporting Date Person Date

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) Options vest in three equal annual installments beginning one year after grant date.

Each Performance Share represents a contingent right to receive 0 to 1.5 shares of Common Stock. The conversion rate (0, .5, 1 or 1.5)
(2) ultimately applied to these Performance Shares will be determined based on the compounded annual growth rate ("CAGR") of the Common Stock between January 1, 2013 and December 31, 2015 (the "Performance Period").

This represents one half of the Performance Shares which were awarded on January 23, 2013 and are required to be reported at this time (3) because they constitute derivative securities. The other half do not constitute derivative securities and therefore are not required to be reported at this time.

(4) The number of shares of Common Stock underlying this grant of the Performance Shares will be 0 to 1.5 times the number of Performance Shares granted depending on the CAGR achieved during the Performance Period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: FERRARA ALBERT E JR - Form 4

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.