

Edgar Filing: CARLOZZI GERARD S - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock	<u>(1)</u>	03/02/2009	A	3,855					<u>(2)(3)</u>	<u>(2)(3)</u>	Common Stock	3,855

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLOZZI GERARD S			Executive Vice President & COO	

Signatures

/s/ Kathryn Lamping,
Attorney-in-Fact
03/03/2009
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) Each share of performance stock represents a contingent right to receive one share of the Issuer's common stock.
On April 1, 2008, the reporting person was granted 3,855 shares of performance stock whereby 3,855 shares of common stock would be issued to the reporting person after the end of the performance period if a pre-determined performance goal attributable to the Issuer was attained at any time during the performance period (i.e., January 1, 2008 through December 31, 2010). The performance goal was met,
- (2) based upon the information provided in the Issuer's press release issued on March 2, 2009. However, the delivery of the shares requires the certification by the Issuer's compensation committee that the related performance goal was satisfied, which certification is expected to occur as soon as practicable following the end of the performance period.
- (3) Notwithstanding the satisfaction of the performance goal for the performance stock, the issuance of the shares subject to the grant is conditioned on the reporting person not experiencing a termination of service for any reason other than termination without cause, good reason, death or disability prior to the end of the performance period. The shares will be delivered earlier if the issuer experiences a change in control or experiences a termination of service without cause, good reason, death or disability prior to the end of the performance period and the reporting person is employed by the Issuer at such time.

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.