SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* Brown Adriane M | | | | er Name and Ticker EYWELL IN] | • • | ^{mbol} F <mark>IONAL INC</mark> [| | ationship of Reportin (all applicable) Director Officer (give title below) | 10% (| Owner (specify |
|--|-----------------|----------------|--|---|-----------------------------------|--|------------------------|---|---|--|
| (Last) 101 COLUMBIA | (First) ROAD | (Middle) | 3. Date 07/18/ | of Earliest Transac 2008 | tion (Month/D | ay/Year) | | , | & CEO, TS |) |
| (Street) MORRISTOWN (City) | NJ (State) | 07960 (Zip) | 4. If Am | endment, Date of C | Driginal Filed (| Month/Day/Year) | 6. Indiv Line) X | vidual 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 Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. Transaction Code (Instr. | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial |

| Nonth/Day/Year) | if any ' | Transaction Disposed Of (D) (Instr. 3, 4 and Code (Instr. 5) 8) | | | · | Beneficially Owned Following | Form: Direct (D) or Indirect (I) (Instr. 4) | Indirect Beneficial Ownership | | |
|-----------------|----------|--|---|--------|---------------|---------------------------------|---|-------------------------------------|------------|--|
| | | Code | v | Amount | (A) or (D) | | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 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. Transa Code (8) | | 5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and | ive ies ed ed nstr. | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | of Securities | | 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) | 07/18/2008 | | A ⁽²⁾ | | 22.472 | | (2) | (2) | Common Stock | 22.472 | \$50.66 | 1,957.261 | 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 07/18/2008.

Jacqueline Whorms FOR

Adriane M. Brown

07/21/2008

** Signature of Reporting Person

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.