SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL						
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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

				er Name and Ticker	or Trading S	/mbol	5. Relationship of Reporting Person(s) to Issuer					
1. Name and Address of Reporting Person*						TIONAL INC [(Check all applicable)					
KITTELBERGER LARRY E				-			[`	Director	10% 0	Dwner		
	/ - 1 -1		HON				x	Officer (give title below)	Other below	(specify)		
	(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year)				Senior VP and CIO				
101 COLUMBIA	ROAD		12/09/	12/09/2005								
			4. If Am	endment, Date of C	Driginal Filed (Month/Dav/Year)	6. Indiv	ridual or Joint/Group	Filing (Check A	oplicable		
(Street)							Line)		g (-		
MORRISTOWN	NJ	07962					X	Form filed by One	e Reporting Pers	on		
,								Form filed by Mor	e than One Rep	orting		
(City)	(State)	(Zip)						Person				
	()											
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
Date		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A)		5. Amount of	6. Ownership	7. Nature of			
		Date (Month/Day/Year)	Execution Date,	Transaction Code (Instr.	Disposed Of (D) (Instr. 3, 4 5)	4 and	Securities Beneficially	Form: Direct (D) or Indirect	Indirect Beneficial			
	(Month/Day/Year) 8)					Owned Following Reported	(l) (Instr. 4)	Ownership (Instr. 4)				

 Code
 V
 Amount
 (A) or (D)
 Price
 Transaction(s) (Instr. 3 and 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	Expiration Date (Month/Day/Year) ired issed (Instr.		nd 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)	12/09/2005		A ⁽²⁾		45.451		(2)	(2)	Common Stock	45.451	\$35.71	3,587.274	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 12/09/05.

Gail E. Lehman for Larry E.	12/12/2005
Kittelberger	<u>12/13/2005</u>

** 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.