SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMEN
obligations may continue. See Instruction 1(b).	Filed

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

<u>COTE DAVID M</u>			HO	-	TER	NAT	TIONAL II		ationship of Reportin k all applicable) Director Officer (give title below)	10% C Other below	Owner (specify	
101 COLUMBIA	. ,	(3. Date of Earliest Transaction (Month/Day/Year) 03/23/2012						Chairman & CEO		
(Street)			4. If A	mendment, Date of C	Driginal	Filed (Month/Day/Yea	ar)	6. Indi [,] Line)	vidual or Joint/Group	Filing (Check A	oplicable
MORRISTOWN	NJ	07960							X	Form filed by One	e Reporting Pers	on
(City)	(State)	(Zip)								Form filed by Moi Person	e than One Repo	orting
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
Date		2. Transaction Date (Month/Day/Year	Execution Date,		iction Instr.				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
				Code	v	Amount	(A) or (D)	Price	Transaction(s)		(Instr. 4)	

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned											
(e.g., puts, calls, warrants, options, convertible see		mea									

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) ccurities quired) or		te 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)	03/23/2012		A ⁽²⁾		49.547		(2)	(2)	Common Stock	49.547	\$60.16	18,359.448	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 03/23/2012.

Jacqueline Katzel FOR David

<u>M. Cote</u>

03/27/2012

** 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.