## SEC Form 4

Instruction 1(b).

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Check this box if no longer subject to	STATEMENT OF CHANGES
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	Filed pursuant to Section 16(a) of

the Securities Exchange Act of 1934 or Section 30(h) of the Inve

			01 000								
1. Name and Address of Reporting Person*   COTE DAVID M   (Last) (First)   (Middle)				r Name <b>and</b> Ticker EYWELL IN of Earliest Transac	ITERNAT	<u>FIONAL INC</u> [		tionship of Reporting all applicable) Director Officer (give title below)	10% C Other below	Owner (specify	
101 COLUMBIA	ROAD		06/09/			ay, real)		Chairma	an & CEO	k CEO	
(Street)			4. If Am	endment, Date of C	Driginal Filed (	Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group	Filing (Check A	plicable	
MORRISTOWN	NJ	07962					X	Form filed by One Form filed by Mor	1 0		
(City)	(State)	(Zip)						Person	-	_	
		Table I - Nor	n-Derivative S	ecurities Acq	uired, Disp	oosed of, or Benefi	cially	Owned			
Date			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,		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial	

Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.		5)			Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership	
		Code	v	Amount	(A) or (D)	Price	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)

			( 371	,	,						,				
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)		of Derivati Securiti Acquire (A) or Dispose of (D) (II	Derivative (Month/Day/Year) Securities Acquired		ate	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)	06/09/2006		A <sup>(2)</sup>		57.742		(2)	(2)	Common Stock	57.742	\$38.1	5,566.875	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 6/09/06.

Jacqueline Whorms for David	06
<u>M. Cote</u>	00

\*\* 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.

5/13/2006