SEC F	form 4
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

			or Se	ction 30(h) of the In	vestment Con	ipany Act of 1940				
1. Name and Addre <u>Winters Kath</u> (Last) 101 COLUMBI	(First)	Person [*] (Middle)	<u>HON</u>] e of Earliest Transad	NTERNAT	<u>TIONAL INC</u> [tionship of Reportin all applicable) Director Officer (give title below) Vice Presiden	10% C Other below	Dwner (specify)
(Street) MORRISTOWI (City)	N NJ (State)	07960 (Zip)	4. If Ar	nendment, Date of	Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Form filed by One Form filed by Mo Person	e Reporting Pers	on
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1 Title of Security	(Inotr 2)		2 Transaction	24 Deemed	2	4 Securities Acquired (A)) or	5 Amount of	6 Ownership	7 Nature of

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ecution Date, Transaction ny Code (Instr.		Disposed Of (D) (Instr. 3, 4 and			Securities	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. 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. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. 3 and 5)	tive ities red sed 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		on Date Amount of		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)	01/13/2012		A ⁽²⁾		5.087		(2)	(2)	Common Stock	5.087	\$56.7	882.66	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 01/13/2012.

Jacqueline Katzel FOR	01/17/2012
Kathleen A. Winters	<u>01/17/2012</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.