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

			01 300		vesiment con					
1. Name and Address of Reporting Person* James Mark R. (Last) (First) (Middle) 101 COLUMBIA ROAD				r Name and Ticker EYWELL IN of Earliest Transac 2013	ITERNAT	<u>FIONAL INC</u> [5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) Sr. VP, HR & Communications			
(Street) MORRISTOWN (City)	NJ (State)	07960 (Zip)	4. If Am	endment, Date of C	Driginal Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Pers	on
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Vear)	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect

(Month/Day/Year) 8)		Owned Following (I) (Instr. 4)	ct Beneficial Ownership (Instr. 4)
Code V Amou	mount (A) or Brice Ti	ransaction(s) Instr. 3 and 4)	(inst. 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)	Conversion Date Execution or Exercise (Month/Day/Year) if any			Date, Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	08/23/2013		A ⁽²⁾		11.198		(2)	(2)	Common Stock	11.198	\$81.4	3,539.768	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 08/23/2013.

Jacqueline Katzel FOR Mark R.	00/27/2012
James	08/2//2013

** 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.