## Edgar Filing: ICAHN BRETT - Form 4

| ICAHN BRE<br>Form 4   | TT  |   |       |  |                        |  |                                       |   |  |   |  |
|---|---|---|-------|--|------------------------|--|---------------------------------------|---|--|---|--|
| November 22   | , 2010  |   |       |  |                        |  |                                       |   |  |   |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549  |   |   |       |  |                        |  |                                       | APPROVAL<br>3235-0287   |  |   |  |
| Check this<br>if no long<br>subject to<br>Section 16<br>Form 4 or<br>Form 5<br>obligation<br>may conti<br><i>See</i> Instru-<br>1(b). | er <b>STATE</b><br>5.<br>Filed p<br>s <sub>nue.</sub> Section 1 | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>20(b) of the Investment Company Act of 1040 |       |  |                        |  |                                       |   |  | January 31<br>2005<br>Estimated average<br>burden hours per<br>response 0.5 |  |
| (Print or Type R  | esponses)   |   |       |  |                        |  |                                       |   |  |   |  |
| ICAHN BRETT Symbol  |   |   |       | Name and Ticker or Trading             |                        |  |                                       | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)   |  |   |  |
| (Last) (First) (Middle) 3. Date of<br>(Month/Da<br>C/O ICAHN CAPITAL LP, 767 11/18/20<br>FIFTH AVE., SUITE 4700                       |   |   |       | ay/Year)                               |                        |  | X Director<br>Officer (give<br>below) |   | 6 Owner<br>er (specify   |   |  |
|   |   |   |       | ndment, Date Original<br>tth/Day/Year) |                        |  |                                       | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul> |  |   |  |
| NEW YORK  | K, NY 10153   |   |       |  |                        |  |                                       | Form filed by Person  | More than One Ro   | eporting  |  |
| (City)  | (State)   | (Zip)   | Table | e I - Non-De                           | erivative S            | Securi                                   | ties Ace                              | quired, Disposed o  | of, or Beneficial  | lly Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction E<br>(Month/Day/Ye                               | ar) Execution any   |       | 3.<br>Transactic<br>Code<br>(Instr. 8) | Disposed<br>(Instr. 3, | l (A) o<br>l of (D<br>4 and<br>(A)<br>or | )<br>5)                               | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                      | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)           |  |
| Common<br>Stock (1)   | 11/18/2010  |   |       | Code V<br>A                            | Amount<br>3,500        | (D)<br>A                                 | Price<br>\$ 0                         | 3,500   | D  |   |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5.<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | 7. Titl<br>Amou<br>Under<br>Secur<br>(Instr. | int of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|---|---------------------|--------------------|--|--|---|--|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>   | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |  |
| ICAHN BRETT<br>C/O ICAHN CAPITAL LP<br>767 FIFTH AVE., SUITE 4700<br>NEW YORK, NY 10153 | Х             |           |         |       |  |  |  |
| Signatures  |               |           |         |       |  |  |  |
| BRETT ICAHN 11/2  | 22/2010       |           |         |       |  |  |  |
| <u>**</u> Signature of<br>Reporting Person  | Date          |           |         |       |  |  |  |

## **Explanation of Responses:**

- \* 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).
- (1) Represents a grant of restricted shares of the Issuer's Common Stock, which will vest in 3 equal amounts on November 18, 2011, 2012, and 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.