McDaniel Gregory E Form 4 March 03, 2008

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

January 31, 2005

Estimated average

burden hours per 0.5 response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McDaniel Gregory E			1	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle) 3. Date	of Earliest	Transaction	(C	псек ин иррпк	cuoic)	
199 BENS	SON ROAD	(Month 01/31)	/Day/Year /2008	)	DirectorX Officer ( below)			
	4. If Ar	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
MIDDLEI	·	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Noi	1-Derivative Securities Ac	quired, Dispose	d of, or Benef	icially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

1.11tle of	2. Transaction Date	2A. Deemed	3.	4. Securit		•	5. Amount of	6.	/. Nature of
Security	(Month/Day/Year)	Execution Date, if		on(A) or Dis	•	` ′	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(A)		Reported	(I)	
					or		Transaction(s)	(Instr. 4)	
_			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	01/31/2008	01/31/2008	A(1)	2,743	A	\$ 6.515	8,565	D	
Stock						0.515			
Common Stock	01/31/2008	01/31/2008	A(2)	4,400	D	\$ 6.515	0	I	Restricted Stock Account: Merger Integration Grants (3)
Common Stock							5,961.253	I	ESPP
							10,000	I	

#### Edgar Filing: McDaniel Gregory E - Form 4

Common Stock									Restricted Stock Account
Common Stock							10,500	I	Restricted Stock Account 2007-2009 LTIP
Common Stock							7,011	I	Restricted Stock Account I
Common Stock							8,300	I	Restricted Stock Account II
Common Stock							11,205.312	I	Savings Plan 401(K) Trust
Common Stock							14,306.69	I	Supplemental Savings Plan
Common Stock	02/28/2008	02/28/2008	A(4)	25,000	A	\$ 8.71	25,000	I	Restricted Stock Account 2008-2010 LTIP
Reminder: Re	eport on a separate lii	ne for each class of se	curities ber	Pers infor	ons v matic	vho resp on contai	indirectly.  ond to the colined in this for the formula the formul	m are not	SEC 1474 (9-02)

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.

SEC 147

(9-0)

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

1. Title of 2. Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or 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 Underlying Securities (Instr. 3 and 4)	
NQ \$ 10.75 Stock Option			Code V	(A)	(D)		Expiration Date 04/05/2016	Title  Common Stock	Amount or Number of Shares 25,000

#### Edgar Filing: McDaniel Gregory E - Form 4

(Right to Buy)									
NQ Stock Option (Right to Buy)	\$ 11.24					11/23/2005	11/22/2014	Common Stock	35,000
NQ Stock Option (Right to Buy)	\$ 12.46					01/31/2007	02/29/2016	Common Stock	26,400
NQ Stock Option (Right to Buy)	\$ 12.92					02/23/2006	03/22/2015	Common Stock	34,000
NQ Stock Option (Right to Buy)	\$ 12.06					02/16/2008	02/16/2017	Common Stock	31,500
NQ Stock Option (Right to Buy)	\$ 8.71	02/28/2008	02/28/2008	A	75,000 (5)	02/28/2009	02/28/2018	Common Stock	75,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
McDaniel Gregory E							

199 BENSON ROAD

Group Pres. - Crop

MIDDLEBURY, CT US 06749

# **Signatures**

Reporting Person

Gregory E.
McDaniel

\*\*Signature of 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) Direct Holdings increased by 2,743 shares transferred from the Restricted Stock Account: Merger Integration Grants.

Reporting Owners 3

#### Edgar Filing: McDaniel Gregory E - Form 4

- (2) 4,400 shartes were distributed to the reporting person from the Restricted Stock Account: Merger Integration Grants, of which 1,657 shares were withheld to satisfy tax withholding requirements.
- (3) Restricted Stock Account (Merger Integration) 100% payout 01/31/2008.
- (4) These restricted shares (granted on 2/28/2008) will vest pursuant to the terms of the 2008-2010 Long-Term Incentive Program.
- (5) These Options will vest in four (4) equal annual installments commencing on the Exercisable date (column 6).

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.