Habib Mitchell Form 4 April 03, 2013

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

SECURITIES

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and A Habib Mitch	Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M		i Holdings f Earliest Ti	ansaction	(Check all applicable)			
770 BROAL	DWAY	(Month/I 04/01/2	Day/Year) 1013		Director 10% Owner Self-cert (give title Other (specify below) below) EVP, Global Business Services			
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
NEW YOR	K, NY 10003	Filed(Mo	nth/Day/Year	·)	Applicable Line) _X_ Form filed by I Form filed by I Person	1 0		
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial	

	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Definencially Owned							ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	04/01/2013		M	15,159	A	\$ 16	48,978.24	D	
Common Stock	04/01/2013		S <u>(1)</u>	15,159	D	\$ 35.3 (2)	33,819.24	D	
Common Stock							82,000	I	See Footnote (3)

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

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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. Transacti Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options to purchase Common Stock	\$ 16	04/01/2013		M	15,159	<u>(4)</u>	03/21/2017	Common Stock	15,159	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Habib Mitchell 770 BROADWAY NEW YORK, NY 10003

EVP, Global Business Services

Signatures

/s/ Harris Black, Authorized Signatory

04/03/2013

**Signature of 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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$35.05 to \$35.67, inclusive. The reporting person understakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities
- and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (3) These shares of common stock are held through a limited liability company of which the Reporting Person is a manager.
- Represents options to purchase shares of common stock of the Issuer, of which 10,547 vested on the grant date (December 31, 2006) and 40,078 vested on each of December 31, 2007, 2009 and 2012. An additional 40,078 options will vest on December 31, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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