SCAGLIOTTI NACKEY E

Form 4 May 06, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

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January 31, 2005

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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).

share

(Print or Type Responses)

1 Name and Address of Departing De

| | | | Symbol | | d Ticker or | | ıg | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|--|-----------------------------|----------------|--|----------------------------------|------------|---------------------------------------|--|--|--|---|
| | (Last) 312 WALN FLOOR | (First) UT STREET | (Middle) | | f Earliest T Day/Year) 010 | ransaction | | | _X_ Director Officer (give below) | 10% | Owner Owner (specify |
| (Street) CINCINNATI, OH 45202 | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or | | | | | | | | or Beneficially Owned | | | |
| | 1.Title of Security (Instr. 3) Class A Common Shares, | 2. Transaction (Month/Day/Y | ear) Execution | emed on Date, if /Day/Year) | Code (Instr. 8) | | sposed 4 and 5 (A) or (D) | Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | \$.01 par value per share | 05/05/2010 | | | C(1) | 34,285 | A | \$ 10.12 | 39,112 | D | |
| | Class A Common Shares, \$.01 par value per | | | | | | | | 13,064,074 | I | EWS Trust |

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Common Voting Shares, \$.01 par value per share

10,693,333 I EWS Trust

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

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SEC 1474

(9-02)

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. Transactic Code (Instr. 8) | 5. Number of orDerivative 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) | |
|---|---|---|---|--|---|--------|--|--------------------|---|------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Restricted Stock Units | (1) | 05/05/2010 | | С | | 34,285 | 05/05/2009 | 05/05/2010 | Restricted Stock Units | 34,28 |
| Option | \$ 6.87 | | | | | | 05/10/2002 | 05/09/2011 | Class A Common | 4,694 |
| Option | \$ 8.31 | | | | | | 05/09/2003 | 05/08/2012 | Class A Common | 4,694 |
| Option | \$ 8.49 | | | | | | 04/29/2004 | 04/28/2013 | Class A Common | 4,694 |
| Option | \$ 11.28 | | | | | | 04/15/2005 | 04/14/2014 | Class A Common | 4,694 |
| Option | \$ 10.92 | | | | | | 04/14/2006 | 04/13/2015 | Class A Common | 4,694 |
| Option | \$ 9.96 | | | | | | 05/04/2007 | 05/03/2016 | Class A Common | 4,694 |
| Option | \$ 9.24 | | | | | | 04/26/2008 | 04/25/2017 | Class A Common | 4,694 |
| Option | \$ 9.93 | | | | | | 06/13/2009 | 06/12/2018 | Class A Common | 23,47 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCAGLIOTTI NACKEY E 312 WALNUT STREET, 28TH FLOOR X CINCINNATI, OH 45202

Signatures

/s/ Mary Denise Kuprionis, Attorney-in-fact for Nackey E. Scagliotti

05/06/2010

**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) This transaction reflects the conversion of restricted stock units into Class A Common Shares.

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.

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