#### LIPKIN GERALD H

Form 4

Stock

(401k Plan)

Common Stock

November 26, 2008

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1940  OMB Number:  Satisfied Daniel 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  OMB APPROVAL  OMB Number:  Expires:  Satisfied average burden hours per response  Tesponse  OMB APPROVAL  OMB Number:  Expires:  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											3235-0287 January 31, 2005 verage s per		
1. Name and LIPKIN G	_,,,,						Relationship of Reporting Person(s) to ssuer  (Check all applicable)						
(Last) 1455 VAL	(Month/Day/Year) = be 11/25/2008												
				Filed(Month/Day/Year)  AI  _X						pplicable Line)  X_ Form filed by One Reporting Person  Form filed by More than One Reporting erson			
(City)  1.Title of	(State) 2. Transaction Date	(Zip)		ole I - N	lon-l			rities Acqu equired (A)	ired, Disposed of, 5. Amount of	or Beneficiall	y Owned 7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution any (Month/Da	Date, if	Trans Code (Instr.	8)	nor Dispos (Instr. 3, 4	ed of (4) and (A) or	(D)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership		
Common Stock	11/25/2008	11/28/2008		S		25,000		\$ 18.366	220,619	D			
Common Stock	11/25/2008			G	V	2,205	D	\$ 19.18	218,414	D			
Common									176,724	I	Wife		

Wife

176,724

2,343

128

I

D

D

#### Edgar Filing: LIPKIN GERALD H - Form 4

Common Stock (with Spouse)

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.

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. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option/NQ	\$ 19.92					02/15/2002	02/15/2012	Common Stock	25,360	
Stock Options	\$ 19.92					02/15/2002	02/15/2012	Common Stock	1,442	
Stock Options	\$ 19.14					03/01/2004	03/01/2013	Common Stock	9,380	
Stock Options	\$ 22					02/26/2005	02/26/2014	Common Stock	25,527	
Stock Options	\$ 22.04					02/08/2006	02/08/2015	Common Stock	24,311	
Stock Options	\$ 20.94					02/15/2007	02/15/2016	Common Stock	28,941	
Stock Options	\$ 23.53					02/13/2008	02/13/2017	Common Stock	38,588	
Stock Options	\$ 17.81					02/12/2009	02/12/2018	Common Stock	36,750	

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Director 10% Owner Officer

LIPKIN GERALD H

1455 VALLEY ROAD X Chairman, President and CEO

WAYNE, NJ 07470-

# **Signatures**

/s/ GERALD H. LIPKIN 11/26/2008

\*\*Signature of Reporting Date
Person

### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

Reporting Owners 3

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).