



number.

**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. Transaction Code (Instr. 8)	5. Number of 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Options	\$ 21.8	12/31/2009		M		01/20/2005	01/20/2015	Common Stock	8,000
Stock Options	\$ 52.65	12/31/2009	12/31/2009	A	625,396 <sup>(3)</sup>	12/31/2009	12/31/2019	Common Stock	625,396

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTHBLATT MARTINE A			X	CEO

## Signatures

/s/ Paul A. Mahon under Power of Attorney  
12/31/2009

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 exercise and sale of 8,000 shares is pursuant to the 10b5-1 Plan adopted by the reporting person on August 21, 2006.
- (2) Shares held by the reporting person in GRATs and PMTs.
- (3) 2009 incentive stock option award made in accordance with the terms of reporting person's employment agreement, as amended, which grants the reporting person an annual award of stock options to purchase the number of shares of common stock that is equal to one-eighteenth of one percent of the increase in the Company's market capitalization from its average in December of each year based on the average closing bid price of the Company's stock for the month of December.

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.