Edgar Filing: CARACI PHILIP D - Form 4

CARACI PH Form 4 August 29, 2 FORM Check th if no lon subject to Section Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	2012 A 4 UNITED STAT units box ger o STATEMENT 16. or Filed pursuant t Section 17(a) of th 30(Wa OF CHAN o Section 1 ie Public U	RITIES AND EXCHAN shington, D.C. 20549 NGES IN BENEFICIAL SECURITIES (6(a) of the Securities Exc (tility Holding Company Act of nvestment Company Act of	OWNERSHIP O thange Act of 1934 Act of 1935 or Sect	N OMB Number: Expires: F Estimate burden h response	January 31, 2005 ed average nours per		
(Print or Type	Responses)							
1. Name and A CARACI P	Address of Reporting Person <u>*</u> HILIP D	Symbol	er Name and Ticker or Trading	5. Relationship Issuer				
(Last)	(First) (Middle)		f Earliest Transaction	(Ch	eck all applica	able)		
			Day/Year) 2012	X Director Officer (gi below)	Officer (give title Other (specify			
BETHESD	(Street) A, MD 20814		endment, Date Original nth/Day/Year)			g Person		
(City)	(State) (Zip)	Tak	le I. New Designation Committi	Person	of on Donoff	staller Orma d		
1.Title of	2. Transaction Date 2A. D		 Ie I - Non-Derivative Securitie 3. 4. Securities 	es Acquired, Disposed 5. Amount of		7. Nature of		
Security (Instr. 3)	(Month/Day/Year) Execu any	ion Date, if	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect		
Common			Code V Amount (D) P	rice	_			
Shares				3,002	Ι	Wife's IRA		
Series A Preferred Stock				250	D (6)			
Common Shares				22,164	I	Wifes-Trust		
Series B Preferred Stock				2,980	D (<u>6)</u>			
				51,116	D <u>(5)</u>			

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Common Shares							
Common Shares					60,387	I <u>(3)</u>	Self-Trust
Series B Preferred Stock	08/27/2012	S	435	D	\$ 26 2,100	D (5)	

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.

 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (2)	\$ 43.2 <u>(1)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	20,263.285
Stock Option	\$ 40.35					05/01/2006	05/06/2016	Common Stock	2,500
Stock Option	\$ 54.17					04/27/2007	04/27/2017	Common Stock	2,500
Stock Option	\$ 50.15					04/25/2008	04/25/2018	Common Stock	2,500
Stock Option	\$ 38.76					05/07/2010	05/07/2020	Common Stock	2,500
Stock Option	\$ 41.82					05/13/2011	05/13/2021	Common Stock	2,500
Stock Option	\$ 39.29					05/04/2012	05/04/2022	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CARACI PHILIP D 7501 WISCONSIN AVENUE 15TH FLOOR BETHESDA, MD 20814	Х					
Signatures						
Scott V. Schneider, by Power of Attorney	of	08/29/	2012			
**Signature of Reporting Person		Da	ate			

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) 1 for 1

Pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and the Deferred Fee Agreement executed by the reporting person, the reporting person has elected to defer receipt of his director's fees, and receive phantom stock, the amount of which is

- (2) person, the reporting person has elected to deter receipt of his director's rees, and receive phantom stock, the amount of which is calculated as the quotient of the dollar value of fees deferred, divided by the fair market value of the issuer's shares on the date the phantom stock is received.
- (3) Self-Trust. Reporting person is a Trustee
- (4) The conversion of phantom stock into shares of the issuer's common stock is governed pursuant to terms of the issuer's Deferred Compensation Plan under its 2004 Stock Plan, as amended, and the reporting person's Deferred Fee Agreement.
- (5) Self-IRA
- (6) Self-Keogh

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.