Common Stock

1. Title of 2.

3. Transaction

3A. Deemed

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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By

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401(k)

plan<sup>(6)</sup>

11. Nature

3,262

8. Price of 9. Number of 10.

## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person*  MAYGER DOUGLAS W					er Name <b>and</b> Ticke ERALS TEC					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
									L		Director	10% (			
(1)										X	Officer (give title below)	Other below	(specify )		
(Last) (First) (Middle) 622 THIRD AVENUE					e of Earliest Transa /2013	ction (M	lonth/l	Day/Year)		VICE PRESIDENT					
					/2013										
(Street)		4. If Ar	nendment, Date of	Original	l Filed	(Month/Day/\	6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable							
NEW YORK	NY	10017								X	•				
,											Form filed by More than One Reporting				
(City)	(State)	(Zip)									Person				
		Table I - No	n-Deriva	ative S	ecurities Acq	uired,	Dis	posed of,	or Ben	eficially	Owned				
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			2. Transac Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of 5)	Acquired (D) (Instr	(A) or . 3, 4 and	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
						Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock			03/13/	2013		М		1,800	Α	\$0	14,151	D			
Common Stock			03/13/	2013		F		1,559	D	\$41.47	12,592	D			
Common Stock			03/13/	2013		М		3,666	A	\$0	16,258	D			
Common Stock			03/13/	2013		F		2,691	D	\$41.47	13,567	D			
Common Stock			03/13/	2013		М		8,068	A	\$0	21,635	D			
Common Stock			03/13/	2013		F		6,895	D	\$41.47	14,740	D			
Common Stock			03/13/	2013		М		760	A	\$0	15,500	D			
Common Stock			03/13/	2013		F		606	D	\$41.47	14,894	D			
Common Stock			03/13/	2013		М		4,082	A	\$0	18,976	D			
Common Stock				2013		F		3,476	D	\$41.47	15,500	D			

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

5. Number 6. Date Exercisable and 7. Title and

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code ( 8)		Sec Acq (A) ( Disp of (I	osed 0) tr. 3, 4	Expiration Date (Month/Day/Year)		Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$32.965	03/13/2013		M			1,800	(1)	04/23/2018	Common Stock	1,800	\$0	42,762	D	
Employee Stock Option (Right to Buy)	\$24.56	03/13/2013		М			3,666	(2)	01/27/2020	Common Stock	3,666	\$0	39,096	D	
Employee Stock Option (Right to Buy)	\$32.2275	03/13/2013		М			8,068	(3)	02/26/2021	Common Stock	8,068	\$0	31,028	D	

	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)	Code (	saction 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$28.5375	03/13/2013		М			760	(4)	08/05/2021	Common Stock	760	\$0	30,268	D	
Employee Stock Option (Right to Buy)	\$32.03	03/13/2013		М			4,082	(5)	01/25/2022	Common Stock	4,082	\$0	26,186	D	

## **Explanation of Responses:**

- 1. The options vested in three equal annual installments beginning on April 23, 2009.
- 2. The options vested in three equal annual installments beginning on January 27, 2011.
- $3. \ The \ options \ vested \ in \ three \ equal \ annual \ installments \ beginning \ on \ January \ 26, \ 2012.$
- 4. The options vested in three equal annual installments beginning on August 5, 2012.  $5. \ The \ options \ vested \ in \ three \ eeu al \ annual \ installments \ beginning \ on \ January \ 25, \ 2013.$
- 6. The information contained in this report is based on a Plan Statement dated as of March 12, 2013.

Thomas Meek for Douglas 03/13/2013 <u>Mayger</u>

\*\* Signature of Reporting Person

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

- $^{\star}$  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).

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

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