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FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OWR APPRO	JVAL
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hours ner response.	0.5

		Table I - Non-D	erivative S	Securities Acqu	uired, Disp	osed of, or Benef	icially	Owned		
(City)	(State)	(Zip)						Person		
(Street) NEW YORK	NY	10019	4. If Ar	nendment, Date of	Original Filed	(Month/Day/Year)	6. Indix Line) X	ridual or Joint/Grou Form filed by On Form filed by Mo	e Reporting Pers	son
(Last) 521 WEST 571	(First) TH STREET	(Middle)	11/30	e of Earliest Transad //2009	,			SVP, Gen.C	ounsel & Sec'	y
1. Name and Addr MEANY DI	1 0	erson*	INT	er Name and Ticke ERNATIONA GRANCES I	L FLAV	<u>DRS &</u>		tionship of Reportir all applicable) Director Officer (give title below)	10% (Owner (specify

de of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)	ction	4. Securities A Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)	

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

			(5-,1	,	,			o, optiono							
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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5	rities ired r osed) : 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount o Securities Underlying Derivative (Instr. 3 ar	f g Security	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				
Stock Equivalent Unit	\$0 ⁽¹⁾	11/30/2009	12/01/2009	A		61		(2)	(2)	Common Stock	61	\$40.72	21,606	D	

Explanation of Responses:

1. The Stock Units ("Units") convert to Common Stock on a one-for-one basis.

2. Units under the Company's deferred compensation plan resulting from (a) deferral of compensation and Company match (in shares), (b) premium (in shares) to participants deferring compensation into Units and (c) dividends (in shares) on Units. 12 of the acquired Units are subject to vesting based on employment through December 31, 2010.

Remarks:

Dennis M. Meany

12/01/2009

Date

** Signature of Reporting Person

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

* 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.

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 Number.