FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

D.C. 20549	OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response 0.5

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

							(,												
		Reporting Person*							ker or Tr					(Chec	k all applica	able)	Pers	on(s) to Iss		
HARL	INETT IVI	ICHALL J							-		-			X	Director			10% Ov	vner	
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)								X	below)	(give title		Other (s	specify				
102 WIL	LENBROO	CK ROAD			11	1/16/20	010									President	and	CEO		
ONE TR	RIBOLOGY	CENTER																		
					— 4.	If Ame	ndmer	nt, Date	of Origina	al File	ed (Month/D	ay/Year)			ividual or Jo	oint/Group	Filing	(Check App	olicable	
(Street)	D 0	T.	****	•0									- [Line) X	Form fil	ed by One	Reno	rting Perso	n	
OXFORD CT US 06478															Form filed by More than One Reporting Person					
(City) (State) (Zip)																				
		Tal	ble I - N	on-Der	ivativ	/e Se	curit	ies Ad	quire	d, D	isposed			ially	Owned					
D D		Date	. Transaction Pate Month/Day/Year		Execution Date,		3. Transac Code (I 8)					and 5) Securitie		ly Owned	Form (D) o	: Direct r Indirect	7. Nature of Indirect Beneficial Ownership			
						<u> </u>				v	Amount	(A) or (D)	Price		Reported Transaction (Instr. 3 and	ion(s)			(Instr. 4)	
Common Stock			11/16	/2010	/2010					1,000	D	\$35.	003	3 292,658(3)(5)(7)(D D				
Common Stock 11/17			//2010	.010		S		1,189	D	\$35.0	003	3 291,469(3)(5)(7)(8))(8) D						
			Table II								posed of convert				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	ate Executio	n Date,		ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of Derivative (I Securities Acquired (A) or		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		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
														Reported Transaction(s) (Instr. 4)		1				
									Date		Expiration		Amour or Numbe	r						
					Code	V	(A)	(D)	Exercisab	le	Date	Title	of Sha	res						
Stock Option for Common Stock	\$14.5								03/29/20	06	08/10/2015	Common Stock	533,5	02		533,50	2	D		
Stock Option for Common Stock	\$22.66								07/12/200	7 ⁽¹⁾	07/12/2013	Common Stock	40,00	00		40,000	0	D		
Stock Option for Common Stock	\$31.91								02/12/200	9(2)	02/12/2015	Common Stock	100,0	00		100,00	0	D		
Stock Option for purchase of Common Stock	\$20.37								11/11/200	9 ⁽⁴⁾	11/11/2015	Common Stock	100,0	00		100,00	0	D		
Stock Option for purchase of Common	\$22.73								11/16/201	0 ⁽⁶⁾	11/16/2016	Common	100,0	00		100,00	0	D		

Explanation of Responses:

- 1. Options to purchase shares of Common Stock are subject to the following vesting schedule: 1/3 vested on 7/12/07, 1/3 vest on 7/12/08 and 1/3 vest on 7/12/09.
- 2. Options to purchase shares of common stock are subject to the following vesting schedule: 1/5 vest on 2/12/09, 1/5 vest on 2/12/10, 1/5 vest on 2/12/11, 1/5 vest on 2/12/12 and 1/5 vest on 2/12/13.
- 3. 15,000 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/3 lapse on 2/12/11, 1/3 lapse on 2/12/12 and 1/3 lapse on 2/12/13. Unvested shares of Restricted Stock (i) may be immediately forfeited to the Company at the time the grantee ceases to be an officer or employee of, or otherwise perform services for, the Company or its subsidiaries under certain circumstances or (ii) may lapse upon the happening of certain events.
- 4. Options to purchase shares of common stock are subject to the following vesting schedule: 1/3 vested on 11/11/09, 1/3 vest on 11/11/10 and 1/3 vest on 11/11/11.
- 5. 16.667 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/2 lapse on 11/11/10 and 1/2 lapse on 11/11/11. Unvested shares of Restricted Stock (i) may be immediately forfeited to the Company at the time the grantee ceases to be an officer or employee of, or otherwise perform services for, the Company or its subsidiaries under certain circumstances or (ii) may lapse upon the happening of certain events.
- 6. Options to purchase shares of Common Stock are subject to the following vesting schedule: 1/5 vest on 11/16/2010, 1/5 vest on 11/16/2011, 1/5 vest on 11/16/2012, 1/5 vest on 11/16/2013 and 1/5 vest on
- 7, 25,000 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/3 lapse on 11/16/2010, 1/3 lapse on 11/16/2011 and 1/3 lapse on 11/16/2012. Unvested shares of Restricted Stock (i) may be immediately forfeited to the Company at the time the grantee ceases to be an officer or employee of, or otherwise perform services for, the Company or its subsidiaries under certain circumstances or (ii) may lapse upon the happening of certain events
- 8. 25,000 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/3 lapse on 4/4/2011, 1/3 lapse on 4/4/2012 and 1/3 lapse on 4/4/2013.

Unvested shares of Restricted Stock (i) may be immediately forfeited to the Company at the time the grantee ceases to be an officer or employee of, or otherwise perform services for, the Company or its subsidiaries under certain circumstances or (ii) may lapse upon the happening of certain events

Thomas J. Williams /attorney in fact/

** Signature of Reporting Person

Date

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.