SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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1. Name and Address of Reporting Person* Brancazio Phillip John				r Name and Ticker MONETICS			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) 400 WOOD RC	(First)	(Middle)	3. Date 10/27/	of Earliest Transac 2009	tion (Month/D	ay/Year)	x	Officer (give title below)		(specify		
(Street) BRAINTREE MA 02184 (City) (State) (Zip)				endment, Date of C	Driginal Filed (Month/Day/Year)	 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 					
1. Title of Security	/ (Instr. 3)	Table I - Nor	1-Derivative S 2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date,	u ired, Dis p 3. Transaction Code (Instr.	4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)) or	Owned 5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial		

	(Month/Day/Year)	if any (Month/Day/Year)	Code (Instr. 8)		5)				(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	10/27/2009		Α		765 ⁽¹⁾	Α	\$ <mark>0</mark>	1,480 ⁽²⁾	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)	4. Transaction Code (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ve es d ed nstr.	6. Date Exercia Expiration Dat (Month/Day/Ye	te	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				
Non- Qualified Stock Option (right to buy)	\$52.94	10/27/2009		A		12,242		10/27/2010 ⁽³⁾	10/27/2016	Common Stock	12,242	\$0	12,242	D	
Non- Qualified Stock Option (right to buy)	\$ 58.64							07/29/2010 ⁽³⁾	07/29/2016	Common Stock	11,441		11,441	D	

Explanation of Responses:

1. Restricted Stock Unit Grant which vest 25% per year over 4 years following the grant date. Grant was made under 2005 Long Term Incentive Compensation Plan.

2. Total includes Restricted Stock Awards and/or Restricted Stock Units that are subject to restrictions until vesting requirements are met. Grant was made under 2005 Long Term Incentive Compensation Plan.

3. Grant to reporting person of right to buy shares of common stock exercisable in annual increments of 25 percent beginning on the first anniversary of the date of grant.

By: Susan M Hanlon For: <u>Phillip J Brancazio</u> <u>10/29/2009</u>

** 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.