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).
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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

OMB APPF	ROVAL	
OMB Number:	3235-0287	
Estimated average bi	urden	
hours per response:	average burden	

1. Name and Address of Reporting Person* KROLL MARK W				er Name and Ticker MONETICS	υ.		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
								Director	10% C	Jwner		
(Last) 400 WOOD RO	(First)	(Middle)	3. Date 07/27/	of Earliest Transac 2012	tion (Month/D	ay/Year)		Officer (give title below)	Other below)	(specify)		
				nendment, Date of (Driginal Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street)					0		Line)					
BRAINTREE MA 02184							X	Form filed by One Reporting Person				
								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)										
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3) 2. Transa Date				2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3,	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect			

	Date (Month/Day/Year)	if any '	Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3, 4 and 5)			Beneficially	(D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	07/27/2012		A		1,031(1)	Α	\$0.01	4,176 ⁽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		Date	Date	Date	Date	Date	Date	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Nun of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	tive ities red sed 3, 4	6. Date Exerci Expiration Dat (Month/Day/Ye	te	7. Title an Amount o Securities Underlyin Derivative (Instr. 3 an	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 Ownershij (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares										
Non- Qualified Stock Option (right to buy)	\$72.74	07/27/2012		A		4,098		07/27/2013 ⁽³⁾	07/27/2019	Common Stock	4,098	\$0.0	4,098	D							
Non- Qualified Stock Option (right to buy)	\$49.92							08/01/2008 ⁽³⁾	08/01/2014	Common Stock	4,592		4,592	D							
Non- Qualified Stock Option (right to buy)	\$52.76							05/05/2006 ⁽⁴⁾	05/05/2013	Common Stock	6,000		6,000	D							
Non- Qualified Stock Option (right to buy)	\$54.48							07/29/2011 ⁽³⁾	07/29/2017	Common Stock	4,290		4,290	D							
Non- Qualified Stock Option (right to buy)	\$58.46							07/31/2009 ⁽³⁾	07/31/2018	Common Stock	5,664		5,664	D							
Non- Qualified Stock Option (right to buy)	\$59.44							07/30/2010 ⁽³⁾	07/30/2016	Common Stock	5,879		5,879	D							
Non- Qualified Stock Option (right to	\$68.81							07/21/2012 ⁽³⁾	07/21/2018	Common Stock	3,559		3,559	D							

Explanation of Responses:

buy)

1. Restricted Stock Unit Grant which vest 100% on the first anniversary of 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 100 percent on the first anniversary of the date of grant.

4. Grant to reporting person of right to buy shares of common stock exercisable immediately.

By: /s/ Susan M. Hanlon For: Mark Kroll 07/31/2012

** Signature of Reporting Person Date

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

 \ast 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.