Edgar Filing: FLAHERTY JAMES F III - Form 4

FLAHERT	Y JAMES F III										
Form 4											
February 2	1, 2012										
FORM	ЛД								OMB APPROVAL		
	UNITED	STATES			AND EX n, D.C. 20		NGE CO	MMISSION	OMB Number:	3235-0287	
Check t if no los subject Section Form 4	to STATE 16.	F CHA	NGES IN SECU	Expires:January 31 2005Estimated average burden hours per response0.5							
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940											
(Print or Type	e Responses)										
1. Name and FLAHERT						Relationship of Reporting Person(s) to suer (Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check	ek an applicable)		
3760 KILF SUITE 300	ROY AIRPORT V)	02/16/2012					X Director10% Owner X Officer (give titleX Other (specify below) President & CEO / Chairman				
				Filed(Month/Day/Year) Ap					Individual or Joint/Group Filing(Check pplicable Line) K_ Form filed by One Reporting Person		
LONG BE	ACH, CA 90806						_	Form filed by Mo rson			
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	ed Date, if	3.4. Securities Acquiree, ifTransactionDisposed of (D)Code(Instr. 3, 4 and 5)					6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common				Code V	Amount	(D)	Price \$	(msu: 5 and 4)			
Stock	02/16/2012			S <u>(1)</u>	9,400	D	40.2404 (2)	1,086,480	D		
Common	02/16/2012			N (1)	200 (00	٨	¢ 05 50	1 277 000	D		

 $M^{(1)}$

<u>S(1)</u>

S(1)

 $M^{(1)}_{\underline{}}$

290,600 A

290,600

9,000

108,620 A

(3)

\$

(4)

(5)

\$ 40.187

D

D

\$ 25.52 1,377,080

40.2535 1,086,480

\$25.52 1,186,100

1,077,480

D

D

D

D

02/16/2012

02/16/2012

02/17/2012

02/17/2012

Stock

Stock

Stock

Common

Common

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Common Stock							
Common Stock	02/17/2012	S <u>(1)</u>	108,620 (3)	D	\$ 40.0351 (<u>6)</u>	1,077,480	D

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

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 control number.

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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option	\$ 25.52	02/16/2012		M <u>(1)</u>		290,600	(7)	01/28/2015	Common Stock	290,60
Employee Stock Option	\$ 25.52	02/17/2012		M <u>(1)</u>		108,620	(7)	01/28/2015	Common Stock	108,62

Reporting Owners

Reporting Owner Name / Address]		
	Director	10% Owner Officer		Other
FLAHERTY JAMES F III 3760 KILROY AIRPORT WAY, SUITE 300 LONG BEACH, CA 90806	Х		President & CEO	Chairman
Signatures				
Eric J. Stambol, Power of Attorney for James F Flaherty III	7.			
**Signature of Reporting Person			Date	

Explanation of Responses:

- * 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).
- (1) The reported option exercises and stock sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 1, 2011.

(2) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at sale prices ranging from \$40.01 to \$40.40. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 2, 4, 5 and 6 to this Form 4.

These shares were acquired upon the exercise of options and were sold immediately following exercise to facilitate the reporting person's
 (3) payment of the exercise price of the options and applicable tax withholding obligations. The net proceeds to the reporting person, after payment of the exercise price of \$10,188,094.40 and taxes of \$2,719,617.41, amounted to \$3,138,567.85.

- (4) Represents the weighted average sale price ranging from \$40.00 to \$40.60.
- (5) Represents the weighted average sale price ranging from \$39.935 to \$40.44.
- (6) Represents the weighted average sale price ranging from \$40.00 to \$40.20.
- (7) Options vest 20% annually commencing on the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.