

PUTNAM MASTER INTERMEDIATE INCOME TRUST  
 Form 5  
 November 03, 2005

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person \*  
 KENNAN ELIZABETH T

(Last) (First) (Middle)

NORTHEAST UTILITIES, 107  
 SELDEN STREET

(Street)

BERLIN, CT 06037

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 PUTNAM MASTER INTERMEDIATE INCOME TRUST [pim]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 09/30/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

**Check the appropriate boxes below to designate any transactions to which the statement relates:**

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

**Check the following box if the filing is a final amendment reporting the results of the tender offer:**

**If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:**

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)



This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO ) filed with the Securities and Exchange Commission as of May 14, 2010, as amended on May 17, 2010, May 18, 2010 and May 26, 2010, relating to an offer (the Offer ) by SLM Corporation (the Company ) to exchange certain outstanding options to purchase shares of the Company s common stock ( Eligible Options ) for replacement options ( Replacement Options ).

This Amendment No. 4 is being filed in order to:

(1) amend and restate the Offer to Exchange to revise Schedule A ( Exchange Ratios by Stock Option Grant ) to reflect the adjusted exchange ratios; and

(2) file an additional communication regarding the Offer as an exhibit to the Schedule TO.

This Amendment No. 4 amends and restates only the items and exhibits to the Schedule TO that are being amended and restated, and unaffected items and exhibits are not included herein. Except as specifically provided in this Amendment No. 4, the information contained in the Schedule TO remains unchanged.

**Item 12. Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(A)	Offer to Exchange Certain Outstanding Stock Options for Replacement Stock Options*
(a)(1)(B)	Form of Option Exchange Program Announcement Letter*
(a)(1)(C)	Option Exchange Program Information Sheet*
(a)(1)(D)	Option Exchange Program Website Screen Shots*
(a)(1)(E)	Form of Participant Letter with Password*
(a)(1)(F)	Form of Election Confirmation Email*
(a)(1)(G)	Instructions for Website Customer Service Representatives*
(a)(1)(H)	Frequently Asked Questions Posted on Option Exchange Program Website*
(a)(1)(I)	Option Exchange Program Summary*
(a)(1)(J)	Form of Option Exchange Program Reminder Email*
(a)(1)(K)	Form of Option Exchange Program Reminder Postcard*
(a)(1)(L)	Form of Option Exchange Program Reminder Email
(b)	Not applicable
(d)(1)	SLM Corporation 2009-2012 Incentive Plan, incorporated by reference to Exhibit 10.2 of the Company s Form S-8 filed with the SEC on May 22, 2009
(d)(2)	Form of Stock Option Award Agreement*
(g)	Not applicable

(h) Not applicable

\* Previously filed  
as an exhibit to  
the  
Schedule TO.

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### SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

#### SLM Corporation

By: /s/ Mark L. Heleen

Name: Mark L. Heleen

Title: Executive Vice President and General Counsel

Date: June 10, 2010

t-width: 1; border-right-width: 1; border-bottom-width: 1">Reporting Owner Name / Address Relationships Director 10%  
Owner Officer OtherHarvey Charles A  
5757 N. GREEN BAY AVENUE  
P.O. BOX 591  
MILWAUKEE, WI 53201-0591 Vice President

### Signatures

Angela M. Blair, Attorney-in-Fact for Charles A.  
Harvey

11/02/2010

\_\_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) Includes 4,500 shares of restricted stock which vest on November 1, 2011.

(2) Includes 90.802 shares acquired via the reinvestment of dividends on October 4, 2010 at \$30.2876 per share, and 82.542 shares acquired under the issuer's dividend reinvestment and common stock purchase plan since the reporting person's last report. These shares were acquired pursuant to the employee stock purchase plan provisions of the dividend reinvestment and common stock purchase plan, which acquisitions are exempt from Section 16.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.01 to \$35.1813, inclusive. The reporting person undertakes to provide to the issuer, any shareholder of the issuer, or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(4) The number of underlying securities is based on the stock fund balance on October 29, 2010. The actual number of shares issuable upon the distribution date is not determinable since the stock fund is a unitized account consisting of 96% company stock and 4% money market fund. The stock account balance reflected in this report is based on an October 29, 2010, stock fund price of \$35.12 per share.

(5) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.

(6) The phantom stock balance includes an award of 5,200 restricted stock units granted on November 1, 2010, which vest as follows: 2,600 on November 1, 2012, and 2,600 on November 1, 2014. The phantom stock units representing the award, and the dividends which accrue during the restrictive period, are to be settled 100% in cash, pending vesting.

(7) The phantom stock units representing dividends which relate to restricted stock awards that were not deferred will vest when the non-deferred restricted shares vest, and will be paid in cash to the reporting person. Phantom stock units representing dividends which relate to vested deferred awards are payable in cash following the reporting person's retirement from the issuer and may be transferred into an alternative investment account. Vesting continues when the reporting person retires from the issuer.

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The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash upon the

(8) reporting person's termination of employment with the company and may be transferred by the reporting person into an alternative investment account at any time.

(9) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after 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.