Edgar Filing: Rosebrough Walter M Jr - Form 4

Rosebrough Form 4	Walter M Jr										
May 25, 201											
FORM	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB AF OMB Number:	PROVAL 3235-0287	
Check th if no long subject to Section 1 Form 4 of Form 5 obligatio may cont <i>See</i> Instr 1(b).	ger o 16. or Filed pur ins tinue. Section 17(
(Print or Type]	Responses)										
Rosebrough Walter M Jr Sy				r Name an S CORP		r Trad		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mor			(Month/I	. Date of Earliest Transaction Month/Day/Year) 05/23/2011				X Director 10% Owner X Officer (give title 0ther (specify below) below) President & CEO			
				ed(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			
(City)	(State)	(Zip)	Tab	la I Non	Dorivotiv	Soon		Person tired, Disposed of,	or Bonoficial	v Ownod	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed			4. Securi oror Dispo (Instr. 3,	ties A sed of 4 and (A) or	cquired (A) (D) 5)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial	
Common Shares, No Par Value	05/23/2011			Code V $S_{\underline{(1)}}$	Amount 3,400	(D) D	Price \$ 35.0807 (2)		D		
Common Shares, No Par Value	05/23/2011			F	7,668 (3)	D	\$ 34.78	112,332 <u>(4)</u>	D		

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

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 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
I State and a state	Director	10% Owner	Officer	Other				
Rosebrough Walter M Jr 5960 HEISLEY ROAD MENTOR, OH 44060	Х		President & CEO					
Signatures								

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) This open market sale of a total of 3,400 Common Shares is for the purpose of providing for the taxes payable upon the vesting of 24,000 restricted shares and is made pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person on February 18, 2011.
- (2) This represents the average sales price of the shares sold. The actual 13 sales prices ranged from \$34.99 per share to \$35.21 per share.
 (2) Issuer, upon request by the SEC staff, will provide full information regarding the number of shares sold at each of these 13 sales prices.
- (3) Mr. Rosebrough elected to have 7,668 shares withheld from the 24,000 restricted shares that were awarded to him on May 21, 2008 and which vested on May 23, 2011. These shares were valued as of the NYSE closing market price on May 23, 2011.
- (4) 59,000 of these Common Shares are restricted. The restrictions on these Common Shares lapse as follows: 24,000 on May 21, 2012 and 35,000 on May 20, 2014.

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.