WALCOTT PETER W

Form 4 January 20, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

Common

Stock

01/18/2006

(Print or Type Responses)

1. Name and A WALCOTT	ddress of Reporting l PETER W	Symbol	er Name and GRIS INC	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(I ()	Œ' O									
(Last)	(First) (N	fiddle) 3. Date of	3. Date of Earliest Transaction							
		(Month/	Day/Year)		Issuer (Check all application		10% Owner			
25 LOWELI	L ROAD	01/18/2	2006			below)	er (specify			
					· · · · · · · · · · · · · · · · · · ·	nsel				
	(Street)	4. If Am	endment, Da	te Original	6. Individual or J	oint/Group Filir	ng(Check			
		Filed(Mo	nth/Day/Year)	_X_ Form filed by One Reporting Person					
WELLESLE	EY, MA 02481					Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tab	le I - Non-D	Derivative Securities Acq	quired, Disposed o	of, or Beneficial	ly Owned			
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if		4. Securities Acquired on(A) or Disposed of	Securities	6. Ownership Form: Direct	Indirect			
(Instr. 3)		any	Code	(D)	•	` '	Beneficial			
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		` '	Ownership (Instr. 4)			
					Reported	(111501.4)	(111501.4)			
				(A)	Transaction(s)					
				Or	(-)					

Code V

Α

Amount

25,000

(1)

(D)

A

Price

\$0

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

D

153,961

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								0			
						•	Expiration		l Jumber		
						Exercisable	Date	0			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

WALCOTT PETER W 25 LOWELL ROAD WELLESLEY, MA 02481

SR V.P. & General Counsel

Signatures

Peter W. 01/20/2006 Walcott

**Signature of Date Reporting Person

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).
- These shares are restricted stock awards with restrictions that lapse in four (4) equal annual installments on each anniversary date of the award beginning on January 18, 2007 and ending January 18, 2010, when the last installment lapses.

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.

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