

Edgar Filing: SHERMAN MERRILL W - Form 4

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Shares	\$ 0 ⁽³⁾	04/20/2010		A	1,629	⁽³⁾ 04/20/2013	Common Stock	1,629
Stock Option (Right to purchase)	\$ 25.86	04/20/2010		A	6,945	04/20/2011 04/20/2017	Common Stock	6,945

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERMAN MERRILL W	X		Chief Executive Officer	

Signatures

Margaret D. Farrell (Attorney-in-fact for Merrill W. Sherman) 04/22/2010

**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) Restricted stock award made to the reporting person under the registrant's 2002 Equity Incentive Plan which vests in three equal annual installments commencing on the one year anniversary of the date of grant.
 - (2) The reporting person beneficially owns 173,670 shares of the issuer's common stock of which 20,500 shares are held in a custodial account and 7,310 shares are restricted common stock.

Each performance share represents a contingent right to receive one share of the registrant's common stock. The performance shares will vest on the third anniversary of the date of grant upon the registrant achieving earnings per share for the three year period from the date of grant through the third anniversary thereof at or above the 50th percentile level in a custom commercial bank index for banks in the Northeast with assets of \$500 million to \$5 billion.
 - (3)

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.