

Edgar Filing: WOOD ROBERT L - Form 4

| 1. Title of 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) | 8. P Derivatives (Instr. 3 and 4) |
|---------------------------------|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------------|
| Common Stock | | 01/30/2006 ⁽¹¹⁾ | | J ⁽¹²⁾ | 70,242 D | \$ 12.1 68,503 I | Account II Restricted Stock Account II | |
| Common Stock | | | | | | 101,272 I | Restricted Stock Account III | |
| Common Stock | | | | | | 2,236 I | Savings Plan (401K) Trust | |
| Common Stock | | | | | | 12,208 I | Supplemental Savings Plan | |

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

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SEC 1474
(9-02)

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. 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) | 8. P Derivatives (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------------|
| NQ Rights Option | \$ 12.92 | | | | | 02/23/2006 03/22/2015 | Common Stock 300,000 | |
| NQ Stock Option (Right to Buy) | \$ 7.64 | | | | | 01/20/2005 02/19/2014 | Common Stock 500,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

WOOD ROBERT L
199 BENSON ROAD
MIDDLEBURY, CT 06749

President and CEO

Signatures

Robert L. Wood 01/30/2006

__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).
- (12) 70,242 shares were distributed to the reporting person in connection with his employment agreement from Restricted Stock Account II, of which 26,333 shares were withheld to satisfy tax withholding requirements.
 - (1) Transaction date was January 20, 2005. New filing software would not accept original transaction date.
 - (10) 68,504 shares were distributed to the reporting person in connection with his employment agreement from Restricted Stock Account II, of which 21,652 shares were withheld to satisfy tax withholding requirements.
 - (5) Transaction date was January 24, 2006. Filing software would not accept the January 24, 2006 date in this Form 4 as a Form 5 for the Reporting Person was filed on January 27, 2006.
 - (2) Direct holdings increased by 46,852 shares transferred from Restricted Stock Account II.
 - (11) Transaction date was January 24, 2006. Filing software would not accept the January 24, 2006 date in this Form 4 as a Form 5 for the Reporting Person was filed on January 27, 2006.
 - (3) Transaction date was January 24, 2006. Filing software would not accept the January 24, 2006 date in this Form 4 as a Form 5 for the Reporting Person was filed on January 27, 2006.
 - (8) 34,760 shares were distributed to the reporting person in connection with the 2004-2006 Long-Term Incentive Plan from the Restricted Stock Account, of which 11,035 shares were withheld to satisfy tax withholding requirements.
 - (9) Transaction date was January 20, 2005. New filing software would not accept original transaction date.
 - (7) Transaction date was January 24, 2006. Filing software would not accept the January 24, 2006 date in this Form 4 as a Form 5 for the Reporting Person was filed on January 27, 2006.
 - (6) Direct holdings increased by 23,635 shares transferred from the 2004-2006 Long-term Incentive Plan (Restricted Stock Account I).
 - (4) Direct holdings increased by 43,909 shares transferred from Restricted Stock Account II.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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