### Edgar Filing: FLAHERTY JAMES F III - Form 4

FLAHERT	Y JAMES F III											
Form 4												
June 07, 20	12											
FORM	OMB APPROVAL											
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549									OMB Number:	3235-0287		
Check t				0	·				Expires:	January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP C									2005			
	section 16. SECURITIES								Estimated average burden hours per			
Form 4	or											
Form 5	Filed pu	rsuant to S	Section	16(a) of t	the Securit	ies Ez	kchange A	Act of 1934,	·			
obligati may co		(a) of the l	Public U	Utility Ho	olding Con	ipany	Act of 19	935 or Section				
See Inst		30(h)	of the I	nvestmei	nt Compan	y Act	of 1940					
1(b).												
	<b>D</b>											
(Print or Type	(Kesponses)											
1. Name and	Address of Reporting	Person *	2 Icen	er Name o	nd Ticker or	Tradin	a 5.	Relationship of F	Reporting Perso	on(s) to		
	TY JAMES F III	, <b>.</b>	2. Issuer Name <b>and</b> Ticker or Trading Symbol					Issuer				
			•	INC. [HC	וקי							
(I	(Einst)		<i>.</i>	L	-		(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					X Director 10% Owner				
3760 K II F	ROY AIRPORT V	VΔV	(Month/Day/Year) 06/06/2012					X Director 10% Owner X Officer (give titleX Other (specify				
SUITE 300	ил <b>1</b> ,	00/00/2012					below) below)					
President & CEO / Chairman								nan				
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
Filed(Month/Day/Year) Applicable Line)												
LONG BEACH, CA 90806 Form filed by One Reporting Person Form filed by More than One Reporting Person Parson												
LUNG DE	АСП, СА 90800						Pe	erson		·		
(City)	(City) (State) (Zip) <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								y Owned			
1.Title of	2. Transaction Date	2A. Deeme	ed	3.	4. Securitie	es Acq	uired (A) or	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution	Date, if		onDisposed o			Securities	Ownership	Indirect		
(Instr. 3)		any (Month/Do	V. (V. com)	Code (Instr. 3, 4 and 5) $($				Beneficially		Beneficial		
		(Month/Da	ly/rear)	ear) (Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)		
								Reported	(I) (Instr. 4)			
						(A) or		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common	06/06/2012			<b>M</b> (1)	23,147	А	\$ 23.34	1,092,632	D			
Stock	000012012			··· <b>·</b>	20,117		φ <b>_</b> 0.0 T	1,072,002	2			
C							\$					
Common	06/06/2012		F(2)		17,830			1,074,802	D			
Stock							(3)					

\$

(3)

378,712 A \$23.34 1,448,197

D

41.0057 1,069,485

1,156,678

D

D

D

S(1)

 $M^{(1)}$ 

F<sup>(2)</sup>

5,317

291,519 D

Common

Common

Stock

Stock

06/06/2012

06/07/2012

06/07/2012

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Common Stock					\$ 41.0771 (4)		
Common Stock	06/07/2012	S <u>(1)</u>	87,193	D	\$ 41.0771 (4)	1,069,485	D
Common Stock	06/07/2012	M <u>(1)</u>	2,853	А	\$ 23.34	1,072,338	D
Common Stock	06/07/2012	F <u>(2)</u>	2,197	D	\$ 41.0771 (4)	1,070,141	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# 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)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option	\$ 23.34	06/06/2012		M <u>(1)</u>	23	8,147	(5)	01/30/2019	Common Stock	23,14
Employee Stock Option	\$ 23.34	06/07/2012		M <u>(1)</u>	378	8,712	(5)	01/30/2019	Common Stock	378,71
Employee Stock Option	\$ 23.34	06/07/2012		M <u>(1)</u>	2,	,853	(5)	01/30/2019	Common Stock	2,853

## **Reporting Owners**

Reporting Owner Name / Address		]			
	Director	10% Owner	Officer	Other	
FLAHERTY JAMES F III	Х		President & CEO	Chairman	
3760 KILROY AIRPORT WAY, SUITE 300					

#### LONG BEACH, CA 90806

### Signatures

Troy E. McHenry, Power of Attorney for James F. Flaherty III

06/07/2012

\*\*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) The reported stock option exercises and stock sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 1, 2012.

These shares were acquired by the reporting person upon exercise of stock options as reported on the preceding line of this Form 4 but (2) were withheld by the Issuer in satisfaction of the reporting person's obligation to pay the exercise price of the stock options and the applicable tax withholding obligations.

The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at sale prices ranging(3) from \$41.00 to \$41.02. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 1.

The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at sale prices ranging
 (4) from \$41.00 to \$41.46. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 1.

(5) Options vest 20% annually commencing on the first anniversary of the January 30, 2009 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.