Edgar Filing: O'Brien Denis P. - Form 4

O'Brien Denis P. Form 4						
FORM 4 UNITED				OMB A	PPROVAL	
UNITED		RITIES AND EXCHANGI ashington, D.C. 20549	E COMMISSION	OMB Number:	3235-0287	
Subject to Section 16. Form 4 or Form 5 Filed pur	WNERSHIP OF ange Act of 1934, t of 1935 or Sectior 1940	January 31 Expires: 200 Estimated average burden hours per response 0.				
1(b). (Print or Type Responses)						
 Name and Address of Reporting O'Brien Denis P. 	Symbol	er Name and Ticker or Trading ON CORP [EXC]	5. Relationship of Issuer			
(Last) (First) (1 10 SOUTH DEARBORN STREET, 54TH FLOOR		of Earliest Transaction /Day/Year) 2012	(Check all applicable) <u></u> Director <u></u> 10% Owner <u>X_</u> Officer (give title <u></u> Other (specify below) Sr. Executive Vice President			
(Street) CHICAGO, IL 60603		nendment, Date Original onth/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) Tal	ble I - Non-Derivative Securities A	Person	or Beneficial	llv Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	5. Amount of 6. Securities For Beneficially (I Owned (I Following (I Reported Transaction(s) (Instr. 3 and 4)	Ownership orm: Direct D) or Indirect	7. Nature of Indirect	
Reminder: Report on a separate line	e for each class of sec	curities beneficially owned directly Persons who re information con required to resp	or indirectly. spond to the collect tained in this form a bond unless the form ently valid OMB cont	are not n	EC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day	/Year) (In	str. 8)	Sec Acc (A) Disp of ((Ins	posed					(Instr. 5)
			Co	de N	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Comp. Phantom Shares	<u>(1)</u>	10/31/2012	A	A	23		<u>(1)</u>	(1)	Common Stock	23	\$ 35.78

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
O'Brien Denis P. 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603			Sr. Executive Vice President				
Signatures							
Lawrence C. Bachman, Attorney in O'Brien	Fact for D	Denis P.	11/01/2012				

Explanation of Responses:

**Signature of Reporting Person

- 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).

Phantom shares held in a multi-fund deferred compensation plan to be settled for cash upon the reporting person's termination of

(1) employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.

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.

11/01/2012

Date