

MILLER RONALD C
Form 4
December 29, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER RONALD C

2. Issuer Name and Ticker or Trading Symbol
CORNERSTONE BANCORP INC
[cbn]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

40 DAVENPORT FARM LN. E.

12/27/2005

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

STAMFORD, CT 06903

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common stock					3,117 ⁽¹⁾ ⁽²⁾	D	
Common Stock					3,509.071 ⁽³⁾	I	By wife's IRA FBO himself.
Common Stock					19,542.441 ⁽⁴⁾	I	By IRA FBO himself
Common Stock					10,020.9	I	Joint with wife

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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.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock option (right to buy)	\$ 8.99	12/27/2005	12/27/2005	D	3,025 (5)	02/21/1997	02/21/2007	Common stock	3,025
Director Stock Option (right to buy)	\$ 12.4	12/27/2005	12/27/2005	D	303 (5)	05/21/1997	05/21/2007	Common Stock	303
Director stock option (right to buy)	\$ 17.25	12/27/2005	12/27/2005	D	303 (5)	05/20/1998	05/20/2008	Common Stock	303
Director stock option (right to buy)	\$ 13.64	12/27/2005	12/27/2005	D	275 (5)	05/19/1999	05/19/2009	Common Stock	275
Director Stock option (right to buy)	\$ 10.91	12/27/2005	12/27/2005	D	275 (5)	05/17/2000	05/17/2010	common stock	275
Director stock	\$ 12.82	12/27/2005	12/27/2005	D	275 (5)	05/16/2001	05/16/2011	Common Stock	275

option
(right to
buy)

Director
stock
option
(right to
buy)

\$ 17.82	12/27/2005	12/27/2005	D	<u>275</u> (5)	05/15/2002	05/15/2012	Common Stock	275
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Director
stock
option
(right to
buy)

\$ 18	12/27/2005	12/27/2005	D	<u>250</u> (5)	05/21/2003	05/21/2013	Common Stock	250
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Director
stock
option
(right to
buy)

\$ 25.46	12/27/2005	12/27/2005	D	<u>250</u> (5)	05/26/2004	05/26/2014	Common Stock	250
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER RONALD C 40 DAVENPORT FARM LN. E. STAMFORD, CT 06903	X			

Signatures

Leigh A, Hardisty as power of attorney
12/29/2005

__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 reporting person received 20.341 shares of common stock as a result of participation in the Bancorp's plan for the reinvestment of dividends.
- (2) Approximately 0.844 fractional shares of common stock were converted to cash as a result of the termination of the Cornerstone Bancorp, Inc. dividend reinvestment plan in May 2005.
- (3) The reporting person received 22.932 shares of common stock as a result of participation in the Cornerstone Bancorp, Inc. plan for the reinvestment of dividends.
- (4) Teh reporting person received 127.711 shares of common stock as a result of participation in the Cornerstone Bancorp plan for the reinvestment of dividends.
- (5) In accordance with the provisions of the Issuer's 1996 Stock Plan, in anticipation of the Issuer's merger with New Alliance Bancshares, Inc. on January 2, 2006, the Compensation Committee of the Board of Directors of the Issuer on December 27, 2005, approved the purchase of all outstanding options by the Issuer at a price per share equal to the difference between the option exercise price and \$36.69, the price of the Issuer's common stock at the close of business on December 23, 2005, the prior business day.

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