Edgar Filing: LONGSWORTH CHARLES R - Form 4

LONGSWOF Form 4 April 28, 200 FORM Check this if no longe	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: 2005			
subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	5. Filed pur snue. Section 17(a	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								verage rs per 0.5	
(Print or Type R	esponses)										
LONGSWORTH CHARLES R Symbol				er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N							k all applicable)			
(Month/D 7501 WISCONSIN AVENUE, 15TH 04/24/20 FLOOR							X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street) 4. If Amer Filed(Mon				-	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
BETHESDA, MD 20814 Form filed by More than One Reportin Person						porting					
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if	3. Transactio Code (Instr. 8) Code V	4. Securi on(A) or Di (Instr. 3, Amount	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Shares	04/24/2009			А	200	А	\$ 32.68	1,600	D		
Series B Preferred Stock								1,000	Ι	Wife	

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 25.78						04/26/2004	04/26/2014	Common Stock	1,300
Stock Option	\$ 33.22						05/06/2005	05/06/2015	Common Stock	2,500
Phantom Stock (2)	\$ 23.16 (1)						(3)	<u>(3)</u>	Common Stock	182.425
Stock Option	\$ 40.35						05/01/2006	05/01/2016	Common Stock	2,500
Stock Option	\$ 54.17						04/27/2007	04/27/2017	Common Stock	2,500
Stock Option	\$ 50.15						04/25/2008	04/25/2018	Common Stock	2,500
Stock Option	\$ 32.68	04/24/2009		А	2,500		04/24/2009	04/24/2019	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
LONGSWORTH CHARLES R 7501 WISCONSIN AVENUE 15TH FLOOR BETHESDA, MD 20814	Х						
Signatures							
Scott V. Schneider, by Power of Attorney		04/28/2	009				
**Signature of Reporting Person		Date	e				

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) 1 for 1

Pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and the Deferred Fee Agreement executed by the reporting person, the reporting person has elected to defer receipt of his director's fees, and receive phantom stock, the amount of which is calculated as the matient of the left of the left of the state of the state

- (2) person, and reporting person has elected to deter receipt of his director's recs, and receive plantom stock, are amount of which is calculated as the quotient of the dollar value of fees deferred, divided by the fair market value of the issuer's shares on the date the phantom stock is received.
- (3) The conversion of phantom stock into shares of the issuer's common stock is governed pursuant to terms of the issuer's Deferred Compensation Plan under its 2004 Stock Plan, as amended, and the reporting person's Deferred Fee Agreement.

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.