Menzel Susan L Form 4 April 06, 2009

FORM 4

OMB APPROVAL

burden hours per

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

SECURITIES

response... 0.5

1(b).

Stock

Stock

Common

04/03/2009

(Print or Type Responses)

1. Name and Address of Reporting Person * Menzel Susan L		Person * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		CO INC [C	-		(Chec	ck all applicable	·)	
` ,	ENNSYLVANIA	(Month/D 04/02/20	ay/Year)	iisactioii		Director X Officer (giv below)		Owner er (specify	
CARMEL,	(Street) IN 46032		ndment, Date hth/Day/Year)	e Original				rson	
(City)		Zip) Tabl e	e I - Non-Dei	rivative S	ecurities Acq	Person quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		ies Acquired sposed of (D) 4 and 5) (A) or (D) Price	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 Indirect Beneficial Ownership (Instr. 4)	
Stock	04/02/2009		A	15,000	A (1)	15,000	D		

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

P

14,300 A

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SEC 1474

(9-02)

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By Trust

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 1.13	04/02/2009		A	16,000	(2)	04/02/2014	Common Stock	16,000

Reporting Owners

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

Menzel Susan L

11825 N. PENNSYLVANIA STREET EVP, HR

CARMEL, IN 46032

Signatures

Karl W. Kindig, Attorney-in-Fact

**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) Restricted stock grant with shares vesting in three equal annual installments commencing April 2, 2010.
- (2) One-half of these options vests on April 2, 2011 and the other one-half vests on April 2, 2012.

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.

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