Edgar Filing: DEVINE MICHAEL F III - Form 4

DEVINE MIC	CHAEL F III									
Form 4										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation	Filed purst	uant to Section 16	CHANGES IN BENEFICIAL OWN SECURITIES ction 16(a) of the Securities Exchange				ge Act of 1934,	Expires: Estimated a burden hou response	irs per	
may contin See Instruct 1(b).	nue. Section 17(a)) of the Public Ut 30(h) of the Inv	•	•	- ·			n		
(Print or Type R	esponses)									
DEVINE MICHAEL F III Symbol			ssuer Name and Ticker or Trading ool FRI SYSTEM INC /DE/ [NTRI]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction			(Chec	neck all applicable)			
(Month/			Ionth/Day/Year) 5/12/2011				X Director 10% Owner Officer (give title Other (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
	nendment, Date Original Ionth/Day/Year)									
NEW YORK	K, NY 10001						Form filed by M Person	More than One R	eporting	
(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)))	SecuritiesIBeneficially0OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount 4,325	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	05/12/2011		А	4,325 (1)	А	<u>(2)</u>	15,973	D		
Common Stock (3)							1,453	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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Addro	Relationships						
	Director	10% Owner	Officer	Other			
DEVINE MICHAEL F III 516 WEST 34TH STREET NEW YORK, NY 10001	Х						
Signatures							
/s/ David D. Clark	05/16/2011						

<u>**</u>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 shares were granted on May 12, 2011 pursuant to a Director compensation policy. Shares are fully vested on date of grant but are restricted from sale for one year.
- (2) Shares granted as compensation as Director/price per share on day of grant \$15.02.
- (3) Restrictive shares were granted on July 19, 2007 pursuant to a Director compensation policy. Shares vest over three years in equal installments on July 19th of each year.

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.