CLARK DAVID D

Form 4

November 29, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

January 31,

Estimated average

0.5

burden hours per response...

Expires:

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

1(b).

(Print or Type Responses)

11/26/2011

Stock

1. Name and CLARK D	Address of Reporting I AVID D	Symbol	r Name and Ticker or Trading SYSTEM INC /DE/ [NTRI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
EXECUTI	(First) (M ASHINGTON VE CENTER, 600 ENTER DRIVE	(Month/E 11/26/2	•	Director 10% Owner Officer (give title Other (specify below)			
	(Street)		endment, Date Original nth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
FORT WA	SHINGTON, PA	(7:)	e I - Non-Derivative Securities Acc	Form filed by More than One Reporting Person Quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common	11/06/0011		2,310 \$	06.004			

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

F

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.

SEC 1474

(9-02)

D

86,804

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

(1)

D

10.81

Edgar Filing: CLARK DAVID D - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	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
Common Stock Options, .001 (right to buy)	\$ 14.37					(2)	07/20/2018	Common Shares	25,000
Performance Restricted Share Units	(3)					<u>(4)</u>	<u>(4)</u>	Common Stock	6,666
Performance Restricted Share Units	(3)					(5)	(5)	Common Stock	6,666

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CLARK DAVID D FORT WASHINGTON EXECUTIVE CENTER 600 OFFICE CENTER DRIVE FORT WASHINGTON, PA 19034

Chief Financial Officer

Signatures

/s/ David D. 11/29/2011 Clark

**Signature of Date
Reporting Person

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) Withholding of restricted stock to cover tax liability upon vesting.
- (2) Options were granted pursuant to employee stock option plan. Options vest over 4 year vesting period from date of issuance.
- (3) Each Performance Restricted Share Unit represents a contingent right to receive between one-half and two shares of common stock.

(4)

Reporting Owners 2

Edgar Filing: CLARK DAVID D - Form 4

The Performance Restricted Share Units will vest on March 1, 2013 upon the achievement of certain specified performance goals for the year ended December 31, 2010 and continued employment of the reporting person until March 1, 2013.

(5) The Performance Restricted Share Units will vest on March 1, 2013 upon the achievement of certain specified performance goals for the year ending December 31, 2011 and continued employment of the reporting person until March 1, 2013.

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.