### Edgar Filing: COHEN PETER A - Form 4

COHEN PE	TER A									
Form 4 January 04, 2	2007									
FORM	ЛЛ									APPROVAL
	UNITE	D STATES		RITIES A shington,			NGE (	COMMISSION	OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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								Expires: January 3 20 Estimated average burden hours per response		
(Print or Type ]	Responses)									
1. Name and A COHEN PE	Address of Reportin TER A	ng Person <u>*</u>	Symbol	<sup>.</sup> Name <b>and</b> FIFIC GA ]			ıg	5. Relationship o Issuer (Che	of Reporting Pe ck all applicab	
	(First) US CAPITAL ( HIRD AVENU		3. Date of (Month/D 01/02/20	-	ansaction			_X_ Director Officer (giv below)		% Owner her (specify
NEW YOR	(Street) K,, NY 10017			ndment, Da nth/Day/Year	-			•		Person
(City)	(State)	(Zip)	Tabl	o I Non D	animating 6		tion A a	Person	e or Donofici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ate 2A. Deen r) Executio any	med	3. Transactic Code (Instr. 8)	4. Securiti on(A) or Dis (D) (Instr. 3, 4	ies Ac sposed 4 and 4 (A) or	equired l of 5)	quired, Disposed of 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
Class A Common Stock	01/03/2007			Code V M		(D) A	Price \$ 0	123,971	D	
Class A Common Stock								4,400	I	By wife
Class A Common Stock								1,500	I	By daughter

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Class A			By Ramius
Common	750,000	Ι	Securities,
Stock			LLC (1)

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. Transactio Code (Instr. 8)	Derivative		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
Restricted Stock Units	<u>(2)</u>	01/02/2007		А	3,612		(2)	(2)	Common Stock	3,612
Restricted Stock Units	<u>(3)</u>	01/03/2007		М		14,200	(3)	(3)	Common Stock	14,200

### **Reporting Owners**

Reporting Owner Name / Address		Relationships						
insporting o which i the	Director	10% Owner	Officer	Other				
COHEN PETER A C/O RAMIUS CAPITAL 666 THIRD AVENUE, 20 NEW YORK,, NY 10017	Х							
Signatures								
/s/ Peter Cohen	01/03/2007							
<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)

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The reporting person is a managing member of C4S & Co., LLC, which is the managing member of Ramius Capital Group, LLC, the parent company of Ramius Securities, LLC. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

- (2) Represents award of restricted stock units granted on January 2, 2007. The award vests in five equal annual installments beginning on January 2, 2008. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-fifth of award of restricted stock units granted on January 3, 2006. The balance of the award vests in four equal installments on each of January 3, 2008, 2009, 2010 and 2011. Each unit converts into a share of common stock on a one-for-one basis.

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.