Edgar Filing: WATJEN THOMAS R - Form 4

WATJEN Form 4	THOMAS R											
February 2												
FOR	VI 4 _{UNITED}	STATES S	ECUR	RITIES	AND EXCH	[ANC	E CON	MMISSION	OMB APPI OMB	ROVAL		
					n, D.C. 2054				Number:	3235-0287		
subject to			F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires: Estimated ave	•		
Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Section 16. Filed pursuant to Section 16(a) of the Securities Exchange Act Section 17(a) of the Public Utility Holding Company Act of 1935 30(h) of the Investment Company Act of 1940					ct of 1934,	burden hours response	oer 0.5					
(Print or Type	e Responses)											
1. Name and Address of Reporting Person <u>*</u> WATJEN THOMAS R								Relationship of R uer	ionship of Reporting Person(s) to			
(Last)	(First)		3. Date of Earliest Transaction (Chec					(Check	k all applicable)			
1 FOUNT		02/21/2013 -2				X Director 10% Owner X Officer (give title Other (specify ow) below) President and CEO						
	(Street)	F		endment, I hth/Day/Yo	Date Original ear)		Ap	Individual or Join plicable Line) _ Form filed by On	e Reporting Perso	n		
CHATTA	NOOGA, TN 374	02					Per	Form filed by Mor son	e man One Repor	ung		
(City)	(State)	(Zip)	Tabl	e I - Non	-Derivative Sec	urities	s Acquire	ed, Disposed of, o	or Beneficially	Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Followir Reported	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			(Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)			
Common Stock	02/21/2013			А	56,972 <u>(1)</u>	Α	\$0	996,564 <u>(2)</u> (3	<u>)</u> D			
Common Stock	02/21/2013			F	14,709 (4)	D	\$ 23.97	981,855 <u>(5)</u>	D			
Common Stock	02/21/2013			М	38,375.035	А	\$0	1,020,230.03 (6)	⁵ D			
Common Stock	02/21/2013			D	38,375.035	D	\$ 23.97	981,855 <u>(5)</u>	D			
Common Stock								13,219.9461	I	By 401(k) Plan		

Edgar Filing: WATJEN THOMAS R - Form 4

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	 5. Number of Derivative 6. Date Exercisable and Expiration Date or Disposed of (D) (Month/Day/Year) 8) (Instr. 3, 4, and 5) 		7. Title and Amo Underlying Secu (Instr. 3 and 4)			
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Restricted Stock Units	(7)	02/21/2013		A	56,972		(8)	<u>(8)</u>	Common Stock	
Restricted Stock Units	(7)	02/21/2013		М		38,375.035 (9)	(10)	(10)	Common Stock	38

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
WATJEN THOMAS R 1 FOUNTAIN SQUARE CHATTANOOGA, TN 37402	Х		President and CEO	
Signatures				

/s/ Jullienne, J. Paul, Attorney-in-Fact

02/22/2013 Date

**Signature of Reporting Person D 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) All are restricted stock units, which may be settled, on a 1-for-1 basis, only in shares of common stock ("stock-settled RSUs"), and which vest in three equal annual installments beginning on February 21, 2014.
- (2) Includes 265,096 stock-settled RSUs and 731,468 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) Beneficial ownership amount accounts for the exempt acquisition of an aggregate of 1,100.291 stock-settled RSUs pursuant to the reinvestment of dividends since the date of the reporting person's prior Form 4.
- (4) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 38,375.035 stock-settled RSUs.

Edgar Filing: WATJEN THOMAS R - Form 4

- (5) Includes 226,721 stock-settled RSUs and 755,134 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (6) Includes 226,721 stock-settled RSUs and 793,509 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (7) The restricted stock units may be settled solely in cash ("cash-settled RSUs"). Each cash-settled RSU is the economic equivalent of one share of common stock of the issuer.
- (8) The cash-settled RSUs vest in three equal annual installments beginning on February 21, 2014. Vested units are to be settled within 30 days after the vesting date.
- (9) Represents the portion of the cash-settled RSUs granted on February 21, 2012 (the "2012 cash-settled RSUs") that vested on February 21, 2013, including a total of 902.035 dividend equivalent rights accrued thereon.
- (10) The 2012 cash-settled RSUs vest in three equal annual installments beginning on February 21, 2013. Vested units are to be settled within 30 days after the vesting date.

Beneficial ownership amount accounts for the exempt acquisitions of a total of 2,718.426 dividend equivalent rights on the 2012 cash-settled RSUs pursuant to the reinvestment of dividends after the grant date. The rights accrued when and as dividends were paid on

(11) shares underlying the 2012 cash-settled RSUs and became vested proportionately with and subject to settlement upon the same terms as the 2012 cash-settled RSUs to which they related. Each dividend equivalent right is the economic equivalent of one share of common stock of the issuer.

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.