SEC Form 4	
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FORM	4
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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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(Instr. 4)

			01 000		resument Con	ipany Act of 1940				
1. Name and Address BRACE FRE	1 0	erson <sup>*</sup>		r Name <b>and</b> Ticker <u>CORP /DE/</u>		rmbol	(Check	tionship of Reporting all applicable) Director Officer (give title	rector 10% C	
(Last) (First) (Middle) P.O. BOX 66100				of Earliest Transact 2006	tion (Month/D	ay/Year)	X	below) EVP-CFO		(specify )
(Street) CHICAGO	IL	60666	4. If Am	endment, Date of C	Driginal Filed (	Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Perso	on
(City)	(State)	(Zip)								
		Table I - Nor	n-Derivative S	ecurities Acqu	uired, Disp	oosed of, or Benefic	cially C	Dwned		
1. Title of Security (Instr. 3) 2. Trans Date (Month/I				2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership

 

 2.
 3. Transaction Conversion (Month/Dav/Year)
 3A. Deemed Execution Date, (Month/Dav/Year)
 4. Transaction Derivative Securities
 5. Number of Derivative Securities
 6. Date Exercisable and Execution Date (Month/Dav/Year)
 7. Title and Amount of Securities
 8. Price of Derivative Securities
 9. Number of Ownership Execution
 10. Ownership Execution

Code V

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. Transa Code ( 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Option (right to buy)	\$35.91	02/23/2006		Α		109,667		(1)	02/01/2016	Common Stock	109,667	\$0	109,667	D	

Explanation of Responses:

1. Options vest in equal installments on August 1, 2006; February 1, 2007; February 1, 2008; February 1, 2009; and February 1, 2010.

/s/ Paul D. Zier for Frederic F. Brace

(A) or (D)

Amount

Price

02/24/2006

Reported Transaction(s) (Instr. 3 and 4)

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.