FORM 4

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box if no longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIA	AL OWNERSHIP
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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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			or Se	ection 30(h) of the In	vestmer	nt Con	npany Act of 1	.940					
1. Name and Address of Reporting Person* MCDONALD PETER D				er Name and Ticker <u>CORP /DE/</u>			ymbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) P.O. BOX 66100	(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/02/2006						Officer (give title below) EVP-Chief O	Other	(specify)	
(Street) CHICAGO	IL	60666	4. If Ar	4. If Amendment, Date of Original Filed (Month/Day/Year)						dividual or Joint/Group Filing (Check Applicable) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)							Person				
		Table I - No	n-Derivative S	Securities Acqu	uired,	Disp	oosed of, o	or Bene	ficially	Owned			
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	tion Date, Transaction Code (Instr		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
				ecurities Acqui alls, warrants, o			,		-	wned			

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)	Code (5. Number of Derivative Sode (Instr.) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		e s I (A) sed str.	6. Date Exerc Expiration Da (Month/Day/Y	ate	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)	\$35.65	03/02/2006		A		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 Peter D. McDonald

03/06/2006

Date

** Signature of Reporting Person

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

* 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.