MATTHEWS INTERNATIONAL CORP
Form 10-Q
August 04, 2011

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

Form 10-Q

x Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934
For The Quarterly Period Ended June 30, 2011

Commission File No. 0-9115

MATTHEWS INTERNATIONAL CORPORATION
(Exact Name of registrant as specified in its charter)

PENNSYLVANIA (State or other jurisdiction of Incorporation or organization)	25-0644320 (I.R.S. Employer Identification No.)
TWO NORTHSHORE CENTER, PITTSBURGH, PA (Address of principal executive offices)	15212-5851 (Zip Code)
Registrant's telephone number, including area code	(412) 442-8200

NOT APPLICABLE
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer” and “large accelerated filer” in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer o Non-accelerated filer o Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No x

As of July 31, 2011, shares of common stock outstanding were:

Class A Common Stock 29,234,875 shares

PART I - FINANCIAL INFORMATION
MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)
(Dollar amounts in thousands, except per share data)

		June 30, 2011		September 30, 2010
ASSETS				
Current assets:				
Cash and cash equivalents		$54,720		$59,715
Short-term investments		1,392		1,395
Accounts receivable, net		160,977		151,038
Inventories		131,977		107,926
Deferred income taxes		1,676		1,666
Other current assets		17,414		13,915
Total current assets		368,156		335,655
Investments		16,314		13,642
Property, plant and equipment: Cost	331,205		308,630	
Less accumulated depreciation	(199,243)		(178,880)	
		131,962		129,750
Deferred income taxes		33,116		30,555
Other assets		16,373		21,101
Goodwill		447,473		405,180
Other intangible assets, net		58,068		57,942
Total assets		$1,071,462		$993,825
LIABILITIES				
Current liabilities:				
Long-term debt, current maturities		$8,714		$12,073
Accounts payable		46,963		36,308
Accrued compensation		34,065		39,062
Accrued income taxes		15,754		12,984
Other current liabilities		50,538		47,686
Total current liabilities		156,034		148,113
Long-term debt		259,991		225,256
Accrued pension		53,091		50,276
Postretirement benefits		24,121		23,307
Deferred income taxes		16,919		15,950
Environmental reserve		5,571		5,961
Other liabilities		39,011		31,234
Total liabilities		554,738		500,097
SHAREHOLDERS’ EQUITY				

Shareholders' equity-Matthews:				
Common stock	36,334		36,334	
Additional paid-in capital	46,779		48,294	
Retained earnings	663,516		621,923	
Accumulated other comprehensive loss	(20,311)		(37,136)	
Treasury stock, at cost	(213,207)		(207,470)	
Total shareholders’ equity-Matthews		513,111		461,945
Noncontrolling interests		3,613		31,783
Total shareholders’ equity		516,724		493,728
Total liabilities and shareholders' equity		$1,071,462		$993,825

The accompanying notes are an integral part of these consolidated financial statements.

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MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
(Dollar amounts in thousands, except per share data)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2011	2010	2011	2010
Sales	$231,511	$213,329	$659,006	$607,168
Cost of sales	(139,567)	(128,360)	(399,204)	(371,028)
Gross profit	91,944	84,969	259,802	236,140
Selling and administrative expenses	(56,863)	(50,455)	(174,270)	(152,332)
Operating profit	35,081	34,514	85,532	83,808
Investment income (loss)	595	(96)	2,244	1,908
Interest expense	(2,166)	(1,869)	(6,005)	(5,620)
Other income (deductions), net	(559)	(329)	(1,525)	(1,060)
Income before income taxes	32,951	32,220	80,246	79,036
Income taxes	(10,780)	(11,011)	(27,433)	(27,876)
Net income	22,171	21,209	52,813	51,160
Less: net income attributable to noncontrolling interests	(296)	(798)	(1,137)	(1,822)
Net income attributable to Matthews shareholders	$21,875	$20,411	$51,676	$49,338
Earnings per share attributable to Matthews shareholders:				
Basic	$0.74	$.68	$1.75	$1.65
Diluted	$0.74	$.68	$1.75	$1.64

The accompanying notes are an integral part of these consolidated financial statements.

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MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
for the nine months ended June 30, 2011 and 2010 (Unaudited)
(Dollar amounts in thousands, except per share data)

	Shareholders' Equity - Matthews						
	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Non-controlling interests	Total
Balance, September 30, 2010	$36,334	$48,294	$621,923	$ (37,136)	$(207,470)	$31,783	$493,728
Net income	-	-	51,676	-	-	1,137	52,813
Minimum pension liability	-	-	-	2,409	-	-	2,409
Translation adjustment	-	-	-	14,497	-	2,209	16,706
Fair value of derivatives	-	-	-	(81)	-	-	(81)
Total comprehensive income							71,847
Stock-based compensation	-	5,301	-	-	-	-	5,301
Purchase of 394,208 shares of treasury stock	-	-	-	-	(14,343)	-	(14,343)
Issuance of 283,897 shares of treasury stock	-	(6,816)	-	-	8,606	-	1,790
Dividends, $.24 per share	-	-	(7,078)	-	-	-	(7,078)
Distributions to noncontrolling interests						(34,244)	(34,244)
Arrangement-noncontrolling interest			(3,005)			2,728	(277)
Balance, June 30, 2011	$36,334	$46,779	$663,516	$ (20,311)	$(213,207)	$3,613	$516,724

	Shareholders' Equity - Matthews					
	Common	Additional Paid-in	Retained	Accumulated Other Comprehensive	Treasury	Non-controlling

	Stock	Capital	Earnings	Income (Loss)	Stock	interests	Total
Balance, September 30, 2009	$36,334	$47,436	$559,786	$ (29,884)	$(179,454)	$4,676	$438,894
Net income	-	-	49,338	-	-	1,822	51,160
Minimum pension liability	-	-	-	2,367	-	-	2,367
Translation adjustment	-	-	-	(33,653)	-	(58)	(33,711)
Fair value of derivatives	-	-	-	575	-	-	575
Total comprehensive income							20,391
Stock-based compensation	-	4,926	-	-	-	-	4,926
Purchase of 634,300 shares of treasury stock	-	-	-	-	(20,942)	-	(20,942)
Issuance of 32,090 shares of treasury stock	-	(5,853)	-	-	6,672	-	819
Dividends, $.21 per share	-	-	(6,336)	-	-	-	(6,336)
Distributions to noncontrolling interests						(234)	(234)
Arrangement- noncontrolling interest			1,769			21,278	23,047
Balance, June 30, 2010	$36,334	$46,509	$604,557	$ (60,595)	$(193,724)	$27,484	$460,565

The accompanying notes are an integral part of these consolidated financial statements.

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MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(Dollar amounts in thousands, except per share data)

	Nine Months Ended June 30, 2011	Nine Months Ended June 30, 2010
Cash flows from operating activities:		
Net income	$52,813	$51,160
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	20,447	20,021
Gain on investments	(950)	(226)
(Gain) loss on sale of assets	(2,348)	131
Stock-based compensation expense	5,301	4,926
Change in deferred taxes	(618)	(4,473)
Changes in working capital items	(23,418)	7,618
Decrease (increase) in other assets	4,727	(2,543)
Decrease in other liabilities	(1,524)	(871)
Increase in pension and postretirement benefits	7,579	7,795
Net cash provided by operating activities	62,009	83,538
Cash flows from investing activities:		
Capital expenditures	(15,850)	(11,050)
Acquisitions, net of cash acquired	(31,458)	(28,249)
Proceeds from sale of assets	1,174	172
Proceeds from sale of investments	1	756
Purchases of investments	(1,639)	(1,616)
Net cash used in investing activities	(47,772)	(39,987)
Cash flows from financing activities:		
Proceeds from long-term debt	63,031	38,465
Payments on long-term debt	(37,529)	(46,790)
Proceeds from the sale of treasury stock	1,570	749
Purchases of treasury stock	(14,343)	(20,942)
Excess tax benefit of share-based compensation arrangements	73	70
Dividends	(7,078)	(6,336)
Distributions to noncontrolling interests	(34,244)	(234)
Net cash used in financing activities	(28,520)	(35,018)
Effect of exchange rate changes on cash	9,288	(10,291)
Net change in cash and cash equivalents	$(4,995)	$(1,758)

Non-cash investing and financing activities:		
Acquisition of equipment under capital lease	$2,764	$-

The accompanying notes are an integral part of these consolidated financial statements.

MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
June 30, 2011
(Dollar amounts in thousands, except per share data)

Note 1. Nature of Operations

Matthews International Corporation ("Matthews" or the "Company"), founded in 1850 and incorporated in Pennsylvania in 1902, is a designer, manufacturer and marketer principally of memorialization products and brand solutions. Memorialization products consist primarily of bronze and granite memorials, other memorialization products, caskets and cremation equipment for the cemetery and funeral home industries. Brand solutions include graphics imaging products and services, marking products and merchandising solutions. The Company's products and operations are comprised of six business segments: Bronze, Casket, Cremation, Graphics Imaging, Marking Products and Merchandising Solutions. The Bronze segment is a leading manufacturer of cast bronze and granite memorials, other memorialization products, cast and etched architectural products and is a leading builder of mausoleums in the United States. The Casket segment is a leading casket manufacturer and distributor in North America and produces a wide variety of wood and metal caskets. The Cremation segment is a leading designer and manufacturer of cremation equipment and cremation caskets. The Graphics Imaging segment provides brand management, printing plates, gravure cylinders, pre-press services and imaging services for the primary packaging and corrugated industries. The Marking Products segment designs, manufactures and distributes a wide range of marking and coding equipment and consumables, and industrial automation products for identifying, tracking and conveying various consumer and industrial products, components and packaging containers. The Merchandising Solutions segment designs and manufactures merchandising displays and systems and provides creative merchandising and marketing solutions services.

The Company has manufacturing and marketing facilities in the United States, Mexico, Canada, Europe, Australia and Asia.

Note 2. Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information for commercial and industrial companies and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. The year-end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation have been included. Operating results for the nine months ended June 30, 2011 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2011. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended September 30, 2010. The consolidated financial statements include all domestic and foreign subsidiaries in which the Company maintains an ownership interest and has operating control. All intercompany accounts and transactions have been eliminated.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued
(Dollar amounts in thousands, except per share data)

Note 3. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A three level fair value hierarchy is used to prioritize the inputs used in valuations, as defined below:

Level 1: Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

As of June 30, 2011 and September 30, 2010, the fair values of the Company's assets and liabilities measured on a recurring basis are categorized as follows:

	June 30, 2011				September 30, 2010			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets:								
Short-term investments	$1,392	-	-	$1,392	$1,395	-	-	$1,395
Trading securities	14,326	-	-	14,326	11,770	-	-	11,770
Total assets at fair value	$15,718	-	-	$15,718	$13,165	-	-	$13,165
Liabilities:								
Derivatives (1)	-	$4,577	-	$4,577	-	$4,445	-	$4,445
Total liabilities at fair value	-	$4,577	-	$4,577	-	$4,445	-	$4,445

(1) Interest rate swaps are valued based on observable market swap rates.

Note 4. Inventories

Inventories consisted of the following:

	June 30, 2011	September 30, 2010
Raw materials	$ 40,067	$ 28,266
Work in process	21,049	14,159
Finished goods	70,861	65,501

	$	131,977	$	107,926

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued
(Dollar amounts in thousands, except per share data)

Note 5. Debt

In December 2010, the Company entered into a new domestic Revolving Credit Facility with a syndicate of financial institutions. The maximum amount of borrowings available under the new facility is $300,000 and borrowings under the facility bear interest at LIBOR plus a factor ranging from 1.00% to 1.50% based on the Company's leverage ratio. The facility's maturity is December 2015. The new facility replaced the Company's $225,000 Revolving Credit Facility. The leverage ratio is defined as net indebtedness divided by EBITDA (earnings before interest, taxes, depreciation and amortization). The Company is required to pay an annual commitment fee ranging from .20% to .30% (based on the Company's leverage ratio) of the unused portion of the facility.

The Revolving Credit Facility requires the Company to maintain certain leverage and interest coverage ratios. A portion of the facility (not to exceed $25,000) is available for the issuance of commercial and standby letters of credit. Outstanding borrowings on the Revolving Credit Facilities were $204,000 and $187,000 as of June 30, 2011 and September 30, 2010, respectively. The weighted-average interest rate on outstanding borrowings on these facilities at June 30, 2011 and 2010 was 2.98% and 2.94%, respectively.

The Company has entered into the following interest rate swaps:

Effective Date	Amount	Fixed Interest Rate	Interest Rate Spread at June 30, 2011	Maturity Date
September 2007	$25,000	4.77%	1.25%	September 2012
May 2008	20,000	3.72%	1.25%	September 2012
October 2008	20,000	3.46%	1.25%	October 2011
May 2011	25,000	1.37%	1.25%	May 2014
November 2011	25,000	2.13%	1.25%	November 2014
March 2012	25,000	2.44%	1.25%	March 2015
September 2012	25,000	3.03%	1.25%	December 2015

The interest rate swaps have been designated as cash flow hedges of the future variable interest payments under the Revolving Credit Facility which are considered probable of occurring. Based on the Company's assessment, all of the critical terms of each of the hedges matched the underlying terms of the hedged debt and related forecasted interest payments, and as such, these hedges were considered highly effective.

The fair value of the interest rate swaps reflected an unrealized loss of $4,577 ($2,792 after tax) at June 30, 2011 that is included in shareholders' equity as part of accumulated other comprehensive loss. Assuming market rates remain constant with the rates at June 30, 2011, approximately $1,331 of the $2,792 loss included in accumulated other comprehensive loss is expected to be recognized in earnings as an adjustment to interest expense over the next twelve months.

At June 30, 2011 and September 30, 2010, the interest rate swap contracts were reflected as a liability on the balance sheets. The following derivatives are designated as hedging instruments:

Liability Derivatives

Balance Sheet Location:	June 30, 2011		September 30, 2010	
Current liabilities:				
Other current liabilities	$	2,181	$	2,623
Long-term liabilities				
Other liabilities		2,396		1,822
Total derivatives	$	4,577	$	4,445

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued
(Dollar amounts in thousands, except per share data)

Note 5. Debt (continued)

The loss recognized on derivatives was as follows:

Derivatives in Cash Flow Hedging Relationships	Location of Gain or (Loss) Recognized in Income (Loss) on Derivative	Amount of Loss Recognized in Income (Loss) on Derivatives		Amount of Loss Recognized in Income (Loss) on Derivatives	
		Three Months ended June 30,		Nine Months ended June 30,	
		2011	2010	2011	2010
Interest rate swaps	Interest expense	$ (719)	$ (926)	$ (2,178)	$ (2,819)

The Company recognized the following losses in accumulated other comprehensive loss ("OCL"):

Derivatives in Cash Flow Hedging Relationships	Amount of Gain or (Loss) Recognized in OCL on Derivatives		Location of Gain or (Loss) Reclassified from Accumulated OCL into Income (Effective Portion*)	Amount of Gain or (Loss) Reclassified from Accumulated OCL into Income (Effective Portion*)	
	June 30, 2011	June 30, 2010		June 30, 2011	June 30, 2010
Interest rate swaps	$ (1,410)	$ (1,145)	Interest expense	$ (1,329)	$ (1,720)

*There is no ineffective portion or amount excluded from effectiveness testing.

The Company, through certain of its German subsidiaries, has a credit facility with a European bank. The maximum amount of borrowings available under this facility was 25.0 million Euros ($36,255). Outstanding borrowings under the credit facility totaled 23.6 million Euros ($34,225) at June 30, 2011 and 12.0 million Euros ($16,361) at September 30, 2010. The weighted-average interest rate on outstanding borrowings under this facility at June 30, 2011 and 2010 was 2.27% and 1.58%, respectively.

The Company, through its German subsidiary, Saueressig GmbH & Co. KG ("Saueressig"), has several loans with various European banks. Outstanding borrowings under these loans totaled 8.5 million Euros ($12,262) and 7.9 million Euros ($10,816) at June 30, 2011 and September 30, 2010, respectively. The weighted-average interest rate on outstanding borrowings of Saueressig at June 30, 2011 and 2010 was 6.02% and 6.05%, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued
(Dollar amounts in thousands, except per share data)

Note 5. Debt (continued)

The Company, through its wholly-owned subsidiary, Matthews International S.p.A., has several loans with various Italian banks. Outstanding borrowings on these loans totaled 7.5 million Euros ($10,830) and 10.8 million Euros ($14,680) at June 30, 2011 and September 30, 2010, respectively. Matthews International S.p.A. also has four lines of credit totaling 11.4 million Euros ($16,489) with the same Italian banks. There were no outstanding borrowings on these lines at June 30, 2011, and outstanding borrowings on these lines totaled 2.1 million Euros ($2,834) at September 30, 2010. The weighted-average interest rate on outstanding Matthews International S.p.A. borrowings at June 30, 2011 and 2010 was 3.26% and 3.61%, respectively.

As of June 30, 2011 the fair value of the Company's long-term debt, including current maturities, approximated the carrying value included in the Condensed Consolidated Balance Sheet. At September 30, 2010, the fair value of the Company's long-term debt, including current maturities, was approximately $225,052.

Note 6. Share-Based Payments

The Company maintains an equity incentive plan (the "2007 Equity Incentive Plan") that provides for the grants of stock options, restricted shares, stock-based performance units and certain other types of stock-based awards. Under the 2007 Equity Incentive Plan, which has a ten-year term, the maximum number of shares available for grants or awards is an aggregate of 2,200,000. The Company also maintains a stock incentive plan (the "1992 Incentive Stock Plan") that previously provided for grants of stock options, restricted shares and certain other types of stock-based awards. There will be no further grants under the 1992 Incentive Stock Plan. At June 30, 2011, there were 1,134,844 shares reserved for future issuance under the 2007 Equity Incentive Plan. Both plans are administered by the Compensation Committee of the Board of Directors.

The option price for each stock option granted under either plan may not be less than the fair market value of the Company's common stock on the date of grant. Outstanding stock options are generally exercisable in one-third increments upon the attainment of 10%, 33% and 60% appreciation in the market value of the Company's Class A Common Stock. In addition, options generally vest in one-third increments after three, four and five years, respectively, from the grant date (but, in any event, not until the attainment of the market value thresholds). The options expire on the earlier of ten years from the date of grant, upon employment termination, or within specified time limits following voluntary employment termination (with the consent of the Company), retirement or death. The Company generally settles employee stock option exercises with treasury shares. With respect to outstanding restricted share grants, generally one-half of the shares vest on the third anniversary of the grant. For shares granted prior to fiscal 2011, the remaining one-half of the shares vest in one-third increments upon attainment of 10%, 25% and 40% appreciation in the market value of the Company's Class A Common Stock. For shares granted in fiscal 2011, the remaining one-half of the shares vest in one-third increments upon attainment of 5%, 15% and 25% appreciation in the market value of the Company's Class A Common Stock. Additionally, beginning in fiscal 2009, restricted shares cannot vest until the first anniversary of the grant date. Unvested restricted shares generally expire on the earlier of five years from the date of grant, upon employment termination, or within specified time limits following voluntary employment termination (with the consent of the Company), retirement or death. The Company issues restricted shares from treasury shares.

For the three-month periods ended June 30, 2011 and 2010, total stock-based compensation cost totaled $1,693 and $1,633, respectively. For the nine-month periods ended June 30, 2011 and 2010, total stock-based compensation cost totaled $5,301 and $4,926, respectively. The associated future income tax benefit recognized was $660 and $636 for the three-month periods ended June 30, 2011 and 2010, respectively, and $2,067 and $1,921 for the nine-month periods ended June 30, 2011 and 2010, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued
(Dollar amounts in thousands, except per share data)

Note 6. Share-Based Payments (continued)

For the three-month periods ended June 30, 2011 and 2010, the amount of cash received from the exercise of stock options was $1,079 and $23, respectively. For the nine-month periods ended June 30, 2011 and 2010, the amount of cash received from the exercise of stock options was $1,570 and $749, respectively. In connection with these exercises, the tax benefits realized by the Company were $421 and $8 for the three-month periods ended June 30, 2011 and 2010, respectively, and $612 and $159 for the nine-month periods ended June 30, 2011 and 2010, respectively.

Changes to restricted stock for the nine months ended June 30, 2011 were as follows:

	Shares	Weighted-average grant-date fair value
Non-vested at September 30, 2010	437,442	$36.06
Granted	199,960	30.79
Vested	(58,030)	38.42
Expired or forfeited	(1,173)	34.72
Non-vested at June 30, 2011	578,199	34.00

As of June 30, 2011, the total unrecognized compensation cost related to unvested restricted stock was $5,104 and is expected to be recognized over a weighted average period of 1.5 years.

The transactions for shares under options for the nine months ended June 30, 2011 were as follows:

	Shares	Weighted-average exercise price	Weighted-average remaining contractual term	Aggregate intrinsic value
Outstanding, September 30, 2010	953,326	$36.32		
Granted	-	-		
Exercised	(60,299)	26.03		
Expired or forfeited	(13,914)	36.77		
Outstanding, June 30, 2011	879,113	37.02	4.3	$2,770
Exercisable, June 30, 2011	518,927	35.74	3.9	