### Edgar Filing: O LEARY JOSEPH P - Form 4

O LEARY Form 4 April 17, 2	JOSEPH P									
FOR									OMB A	PPROVAL
					OMMISSION	OMB Number:	3235-0287			
Subject to Section 16. Form 4 or				Washington, D.C. 20549 CHANGES IN BENEFICIAL OWNERSHIP SECURITIES					Expires: Estimated burden hou response	urs per
Form 5 obligat may co <i>See</i> Ins 1(b).	ions Section 1'	7(a) of the	Public V	Utility Ho	olding Co	mpa	U	e Act of 1934, 1935 or Section 0	I	
(Print or Type	e Responses)									
	Address of Reportin JOSEPH P	ng Person <u>*</u>	Symbol	GRYS EN				5. Relationship of Issuer (Check	Reporting Per	
(Last) 130 EAST	(First) ' RANDOLPH S'	(Middle) TREET		of Earliest /Day/Year) /2013		n		Director X Officer (give below) Senior		% Owner her (specify nt
CHICAG	(Street) D, IL 60601			nendment, l lonth/Day/Ye	-	nal		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting P	erson
(City)	(State)	(Zip)	Та	bla I Non	Donivotiv		witing A age	Person	or Donoficio	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deeme	ed Date, if	3.	4. Securit	ies Ac ed of (	equired (A) (D)	<b>lired, Disposed of,</b> 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 Beneficial Ownership (Instr. 4)
Common Stock	04/15/2013			М	12,330	А	\$ 49.4	18,645.6629	D	
Common Stock	04/15/2013			S	12,330	D	\$ 60.1214 (1)	6,315.6629 (2)	D	
Common Stock								2,713.9867	I	By Employee Stock Ownership Plan

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

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# 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)	orDeriv Secu Acqu or Di (D)	rities uired (A) isposed of r. 3, 4,	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	ecu
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Employee Stock Option (Right to buy)	\$ 49.4	04/15/2013		М		12,330	02/10/2012 <u>(3)</u>	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 41.58						02/11/2011(3)	02/11/2020	Common Stock	
Employee Stock Option (Right to buy)	\$ 52.73						12/07/2007 <u>(3)</u>	12/07/2016	Common Stock	
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013 <u>(3)</u>	02/09/2022	Common Stock	
Employee Stock Option (Right to buy)	\$ 54.85						12/07/2006 <u>(3)</u>	12/07/2015	Common Stock	
Employee Stock Option (Right to buy)	\$ 58.65						05/17/2008 <u>(3)</u>	05/17/2017	Common Stock	
Employee Stock Option (Right to buy)	\$ 56						02/14/2014(3)	02/14/2023	Common Stock	

Performance Rights	\$ 0 <u>(4)</u>	01/01/2016(4)	06/30/2016	Common Stock	
Performance Rights	\$ 0 <u>(4)</u>	01/01/2014(4)	06/30/2014	Common Stock	
Performance Rights	\$ 0 <u>(4)</u>	01/01/2015(4)	06/30/2015	Common Stock	
Phantom Stock Unit	<u>(5)</u>	<u>(6)</u>	(6)	Common Stock	77
Restricted Stock Units 2010	<u>(8)</u>	02/11/2011	02/11/2014	Common Stock	1
Restricted Stock Units 2011	<u>(8)</u>	02/10/2012	02/10/2015	Common Stock	1
Restricted Stock Units 2012	<u>(8)</u>	02/09/2013	02/09/2016	Common Stock	2
Restricted Stock Units 2013	<u>(8)</u>	02/14/2014	02/14/2017	Common Stock	3

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
O LEARY JOSEPH P 130 EAST RANDOLPH STREET CHICAGO, IL 60601			Senior Vice President				
Signatures							
Dane E. Allen, as Power of Attorney for Mr. O'Leary			04/17/2013				
<u>**</u> Signature of Reporting Person			Date				
Explanation of Dechanges							

### **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) The weighted average sale price reflects multiple transactions at prices ranging from \$60.03 \$60.29.
- (2) Balance also reflects dividend reinvestment shares purchased on March 20, 2013.
- (3) The option vests in four equal annual installments beginning on the exercisable date.
- Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals are satisfied. These goals are based on Company performance against an established industry benchmark, over a three year performance period. The final award of shares issued can be between 0% and 200% of the reported target award.
- (5) These phantom stock units convert to common stock on a one-for-one basis.

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- Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both
   (6) (1) following the calendar year in which service terminates with the Company, and (2) at least six months following termination, or later if the participant selected a later date.
- (7) Balance reflects dividends paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan on March 20, 2013.
- (8) Each restricted stock unit represent a contingent right to receive one share of Company common stock. The restricted stock units vest in four equal annual installments beginning on the exercisable date.
- (9) Balance reflects the dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's 2010 Omnibus Incentive Plan on March 20, 2013.

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.