FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

l	ONB APPROVAL									
l	OMB Number:	3235-0287								
l	Estimated average burde	en								
l	hours per response:	0.5								

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

1. Name and Address of Reporting Person*  Hayford Michael D  (Last) (First) (Middle)  601 RIVERSIDE AVENUE														elationship o eck all applica Director Officer (	able)	g Perso	on(s) to Issu 10% Ow Other (s	ner
														below)	orporate l	EVP (	below)	
(Street) JACKSONVILLE FL 32204  (City) (State) (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	Individual or Joint/Group Filing (Check Applicable ne)  X Form filed by One Reporting Person Form filed by More than One Reporting Person						
		Та	ble I - Non	-Deriva	tive	e Se	ecurities	s Ac	quired,	Dis	posed c	of, or Be	neficially	/ Owned				
1. Title of Security (Instr. 3)  2. Transa Date (Month/D			Execution Date,		Code (Instr.				Beneficia Owned Fe	s lly ollowing	Form (D) o	n: Direct     or Indirect     nstr. 4)   (	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
										v	Amount	(A) (D)	Price	Reported Transacti (Instr. 3 a	ion(s)			11150.4)
Common Stock 11/08/				/2012		A		98,311 <sup>(1)</sup> A		\$0	320,708.848			D				
			Table II - I (						,			, or Ben ble secu	,	Owned				
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)	Cod	Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable ar Expiration Date (Month/Day/Year)		•	7. Title and Amou of Securities Underlying Derivative Securit (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	e s illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Cod	ie V	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)			
Stock Option (Right to	\$34.33	11/08/2012		A			138,206		(2)	1	11/08/2019	Common Stock	138,206	\$0	138,20	06	D	

## Explanation of Responses:

- 1. The restricted stock vests in three equal installments on the first three anniversaries of the date of grant, subject to the Company's satisfaction of certain performance criteria.
- $2. \ The \ option \ vests \ in \ three \ equal \ installments \ on \ the \ first \ three \ anniversaries \ of \ the \ date \ of \ grant.$

/s/ Michael L. Gravelle, attorney-in-fact

11/13/2012

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.