SEC Form 4

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FORM 4

UNITED	STATES	SECURI	ΓIE	S		IANGE	COMMIS	SION

Washington, D.C. 20549

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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* <u>ROSE NANCY L</u>					r Name and Ticker INTERNATI					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) 200 CLARENDON STREET, T-33					of Earliest Transact 2005	tion (Mc	onth/D	ay/Year)		Officer (give title below)	Other below	(specify)		
(Street) BOSTON (City)	MA (State)	02116 (Zip)		4. If Am	endment, Date of C	Driginal I	Filed (Month/Day/Ye	6. Indiv Line) X	,				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
1. Title of Security (Instr. 3) Date (Month/L				action 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A) Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
						Code	v	Amount (A) or (D)		Price	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock											0	D		

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)		Transaction of Code (Instr. 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 Transaction(s) (Instr. 4)	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				
Nonqualified Stock Option (right to buy)	\$31.63							03/11/2004 ⁽¹⁾	03/11/2014	Common Stock	10,000		10,000	D	
Nonqualified Stock Option (right to buy)	\$29.07							04/16/2005	04/16/2014	Common Stock	5,000		5,000	D	
Nonqualified Stock Option (right to buy)	\$53.72	05/06/2005		A		5,000		05/06/2006	05/06/2015	Common Stock	5,000	\$0	5,000	D	

Explanation of Responses:

1. Date indicated is date of grant. The option vests in three equal annual installments beginning on the first anniversary of the date of grant.

by Delia J. Makhlouta, power

05/10/2005

Date

** Signature of Reporting Person

of attorney

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.