Henriques George L Form 4 February 29, 2012

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

January 31,

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SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

Common

Stock

02/29/2012

(Print or Type Responses)

1. Name and A Henriques C	address of Reporting P George L	Symbol	er Name and Ticker or Trading ERSON COMPANIES, INC. D	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 137 BARNU			of Earliest Transaction Day/Year) 2012	Director 10% Owner Officer (give title Other (specify below) President - Subsidiary			
	(Street)		endment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DEVENS, N	MA 01434			Form filed by More than One Reporting Person			
(City)	(State) (Zip) Tabl	ole I - Non-Derivative Securities A	equired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)	Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	02/29/2012		M 3,438 A \$ 22.5	7 61,043 D			

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

S

3,438 D

\$ 32

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D

57,605

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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. Transaction Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options	\$ 22.57 (1)	02/29/2012		M	3,438	(2)	(3)	Common Stock	3,438	\$ 2

Reporting Owners

Director 10% Owner Officer Other

Henriques George L 137 BARNUM ROAD DEVENS, MA 01434

President - Subsidiary

Signatures

Matthew L. Levitt, by Power of

Attorney 02/29/2012

**Signature of Reporting Person Date

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) Options granted as follows: 4,042 shares on 04/28/2003 at \$19.965; and 3,022 shares on 04/26/2004 at \$38.50.
- (2) Options are exercisable as follows: 4,042 shares on 04/28/2012; and 3,022 shares on 04/26/2013.
- (3) All grants expire 10 years after grant date.

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.

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