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DEVINE MIC	CHAEL F III								
Form 4									
May 11, 2009 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							ОМВ	OMB APPROVAL	
Washington, D.C. 20549 Number: 3235								irs per	
(Print or Type Re	esponses)								
1. Name and Ad DEVINE MI	er Name and Ticker or Trading [SYSTEM INC /DE/ [NTRI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction (C			(Cheo	ck all applicable)		
516 WEST 3	Day/Year) 2009				_X_Director10% Owner Officer (give titleOther (specify below) below)				
	endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
NEW YORK	, NY 10001							More than One Ro	
(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, it		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
6			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common stock (1)	05/07/2009		А	4,374	А	<u>(2)</u>	8,916	D	
Common stock (3)							1,453	D	

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

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 control number.

 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Addre	55	Relationships						
	Director	10% Owner	Officer	Other				
DEVINE MICHAEL F III 516 WEST 34TH STREET NEW YORK, NY 10001	Х							
Signatures								
/s/ David D. Clark	05/11/2009							

<u>**</u>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) Restricted shares were granted on May 7, 2009 pusuant to a Director compensation policy. Shares are fully vested on date of grant but are restricted from sale for one year.
- (2) Shares granted as compensation as Director/price per share on day of grant \$14.86.
- (3) Restrictive shares were granted on July 19, 2007 pursuant to a Director compensation policy. Shares vest over three years in equal installments on July 19th of each year.

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.