FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

.,			or	Section 30(h) of the	Investment C	ompany Act of 1940				
Name and Address of Reporting Person* CHIRICO EMANUEL				ssuer Name and Tic IILLIPS VAN H]		Symbol N CORP /DE/ [ationship of Reporting Person(s) to Issuer k all applicable) Director 10% Owner		
(Last) C/O PHILLIPS- 200 MADISON		(Middle) EN CORPORAT		ate of Earliest Trans 29/2005	saction (Month	n/Day/Year)	X	Officer (give title below) Presiden	other below t and COO	(specify)
(Street) NEW YORK (City)	NY (State)	10016 (Zip)	4. If	Amendment, Date of	of Original File	ed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Form filed by One Form filed by Mor Person	Reporting Pers	on
		Table I - No	on-Derivative	Securities Ac	quired, Di	sposed of, or Benefi	cially	Owned		
1. Title of Security (Instr. 3) 2. Transact Date				2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	

(City) (State) (2	Zip)							Person		
	e I - Non-Derivative	Securities Ac	auire	d. Di	sposed of	. or Be	neficially	Owned		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr.		4. Securities Disposed Of	Acquired	(A) or	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficia Ownersh
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, par value \$1	11/29/2005		М		15,000	A	\$13.125	20,339	D	
Common Stock, par value \$1	11/29/2005		М		20,000	A	\$14.25	40,339	D	
Common Stock, par value \$1	11/29/2005		М		30,000	A	\$13.0625	70,339	D	
Common Stock, par value \$1	11/29/2005		М		25,000	A	\$6.8125	95,339	D	
Common Stock, par value \$1	11/29/2005		М		30,000	A	\$9.8125	125,339	D	
Common Stock, par value \$1	11/29/2005		M		40,000	A	\$9.375	165,339	D	
Common Stock, par value \$1	11/29/2005		М		40,000	A	\$13.4	205,339	D	
Common Stock, par value \$1	11/29/2005		М		30,000	A	\$14.92	235,339	D	
Common Stock, par value \$1	11/29/2005		М		20,000	A	\$12.34	255,339	D	
Common Stock, par value \$1	11/29/2005		S		8,500	D	\$33.75	255,339	D	
Common Stock, par value \$1	11/29/2005		S		3,500	D	\$33.76	243,339	D	
Common Stock, par value \$1	11/29/2005		S		2,700	D	\$33.77	240,639	D	
Common Stock, par value \$1	11/29/2005		S		1,900	D	\$33.78	238,739	D	
Common Stock, par value \$1	11/29/2005		S		200	D	\$33.79	238,539	D	
Common Stock, par value \$1	11/29/2005		S		2,300	D	\$33.8	236,239	D	
Common Stock, par value \$1	11/29/2005		S		1,800	D	\$33.81	234,439	D	
Common Stock, par value \$1	11/29/2005		S		700	D	\$33.82	233,739	D	
Common Stock, par value \$1	11/29/2005		S		200	D	\$33.83	233,539	D	
Common Stock, par value \$1	11/29/2005		S		300	D	\$33.84	233,239	D	
Common Stock, par value \$1	11/29/2005		S		27,100	D	\$33.85	206,139	D	
Common Stock, par value \$1	11/29/2005		S		10,300	D	\$33.86	195,839	D	
Common Stock, par value \$1	11/29/2005		S		3,300	D	\$33.87	192,539	D	
Common Stock, par value \$1	11/29/2005		S		5,200	D	\$33.88	187,339	D	
Common Stock, par value \$1	11/29/2005		S		6,200	D	\$33.89	181,139	D	
Common Stock, par value \$1	11/29/2005		S		126,000	D	\$33.9	55,139	D	
Common Stock, par value \$1	11/29/2005		S		600	D	\$33.91	54,539	D	
Common Stock, par value \$1	11/29/2005		S		1,100	D	\$33.92	53,439	D	
Common Stock, par value \$1	11/29/2005		S		500	D	\$33.93	52,939	D	
Common Stock, par value \$1	11/29/2005		S		1,800	D	\$33.95	51,139	D	

Table I - Non-Derivative Securities Acquired, 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.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock, par value \$1	11/29/2005		S		2,200	D	\$33.96	48,939	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)	4. Transaction Code (Instr. 8)		5. Number of 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 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 Ownershij (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy) ⁽¹⁾	\$13.125	11/29/2005		M		15,000		(2)	06/18/2006	Common Stock, \$1 par value	15,000	\$0	0	D	
Option (Right to Buy) ⁽¹⁾	\$14.25	11/29/2005		M		20,000		(3)	06/17/2007	Common Stock, \$1 par value	20,000	\$0	0	D	
Option (Right to Buy) ⁽¹⁾	\$13.0625	11/29/2005		М		30,000		(4)	06/18/2008	Common Stock, \$1 par value	30,000	\$0	0	D	
Option (Right to Buy) ⁽¹⁾	\$6.8125	11/29/2005		М		25,000		(5)	12/17/2008	Common Stock, \$1 par value	25,000	\$0	0	D	
Option (Right to Buy) ⁽¹⁾	\$9.8125	11/29/2005		М		30,000		(6)	06/04/2009	Common Stock, \$1 par value	30,000	\$0	0	D	
Option (Right to Buy) ⁽¹⁾	\$9.375	11/29/2005		М		40,000		(7)	06/13/2010	Common Stock, \$1 par value	40,000	\$0	0	D	
Option (Right to Buy) ⁽¹⁾	\$13.4	11/29/2005		M		40,000		(8)	03/26/2011	Common Stock, \$1 par value	40,000	\$0	0	D	
Option (Right to Buy) ⁽¹⁾	\$14.92	11/29/2005		M		30,000		(9)	04/22/2012	Common Stock, \$1 par value	30,000	\$0	10,000	D	
Option (Right to Buy) ⁽¹⁾	\$12.34	11/29/2005		М		20,000		(10)	06/18/2006	Common Stock, \$1 par value	20,000	\$0	20,000	D	

Explanation of Responses:

- 1. All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- 2. Options to acquire 5,000 shares became exercisable on each of 06/18/99, 06/18/00 and 06/18/01.
- $3.\ Options\ to\ acquire\ 6,666\ shares\ became\ exercisable\ on\ 6/17/01\ and\ options\ to\ acquire\ 6,667\ shares\ became\ exercisable\ on\ each\ of\ 6/17/01\ and\ 6/17/02.$
- 4. Options to acquire 10,000 shares became exercisable on each of 6/18/01, 6/18/02 and 6/18/03.
- $5. \ Options \ to \ acquire \ 8,333 \ shares \ became \ exercisable \ on \ 12/17/01 \ and \ 12/17/02 \ and \ options \ to \ acquire \ a further \ 8,334 \ shares \ became \ exercisable \ on \ 12/17/03.$
- 6. Options to acquire 9,999 shares became exercisable on 6/4/02, options to acquire 10,000 shares became exercisable on 6/4/03 and options to acquire a further 10,001 shares became exercisable on 6/4/04.
- $7.\ Options\ to\ acquire\ 10,000\ shares\ became\ exercisable\ on\ each\ of\ 6/13/01,\ 6/13/02,\ 6/13/03\ and\ 6/13/04.$
- $8. \ Options \ to \ acquire \ 10,000 \ shares \ became \ exercisable \ on \ each \ of \ 3/26/02, \ 3/26/03, \ 3/26/04 \ and \ 3/26/05.$
- $9.\ Options\ to\ acquire\ 10,000\ shares\ became\ exercisable\ on\ each\ of\ 4/22/03,\ 4/22/04\ and\ 4/22/05.$
- 10. Options to acquire 10,000 shares became exercisable on each of 4/2/04 and 4/2/05.

Remarks:

Emanuel Chirico

12/01/2005

** Signature of Reporting Person

Date

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.