

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

Washington, D.C. 20549

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP **OF 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(f) of the Investment Company Act of 1940

	YY) Director 10 X Officer (give title below) below) EVP-Chief Financial Officer  6. Individual or Joint/Group Filing Applicable Line)	% Owner Other (specify						
1221 BROADWAY 8/6/2009	LYP-Chief Financial Officer  6. Individual or Joint/Group Filing	Other (specify						
1221 BROADWAY 8/6/2009	below) <b>EVP-Chief Financial Officer</b> 6. Individual or Joint/Group Filing							
1221 DROMD WILL	EVP-Chief Financial Officer 6. Individual or Joint/Group Filing							
(Ctt)								
(Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY)	11							
OAKLAND, CA 94612-1888								
(City) (State) (Zip)	X Form filed by One Reporting Person Form filed by More than One Reporting l	X _ Form filed by One Reporting Person Form filed by More than One Reporting Person						
Table I - Non-Derivative Securities Acquired, Disposed of	f, or Beneficially Owned							
(Instr. 3) Date Deemed Execution Date, if Deemed Instr. 8) Date Deemed Execution Date, if Date Date, if Date Date Date Date Date Date Date Date	(Instr. 3 and 4) Form: Direct							
any (A) or Code V Amount (D) Price	* · · · · · · · · · · · · · · · · · ·	or Indirect (Instr. 4) (I) (Instr. 4)						
Common Stock 8/6/2009 S 4000 D \$57.88	0 I	By Trust						
Common Stock	26145.038 <sup>(1)</sup> D							
Common Stock	166.43 <sup>(2)</sup>	By ERIP						
Common Stock	1000 I	By IRA						
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
Security (Instr. 3)  Conversion or Exercise Price of Derivative Security  Conversion or Exercise Price of Derivative Security  Date in any  Trans. Code (Instr. 8)  Code (Instr. 3)  (Instr. 3, 4 and 5)	Security (Instr. 5) Security (Instr. 5) Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	tive Ownership ty: (Instr. 4) (D) rect						

## **Explanation of Responses:**

- (1) Includes 26 shares acquired during fiscal 2009 pursuant to the Company's Employee Stock Purchase Plan.
- (2) Includes 5.29 shares acquired during fiscal 2009 pursuant to the Company's Employee Retirement Investment Plan/401(k).

**Reporting Owners** 

Reporting Owner Name / Address	Relationships				
	Director	10% C	Owner	Officer	Other
HEINRICH DANIEL J					
1221 BROADWAY				EVP-Chief Financial Officer	
OAKLAND, CA 94612-1888					

## **Signatures**

By Angela Hilt, Attorney-in-Fact for

8/10/2009

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.

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