

[] 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

1. Name and Madress of Reporting Ferson						ier Name an			υ,	mbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
KANE JACQU	ELINE	P				ROX CO					Director			10% Owner	
(Last)	(First)	(Mide	dle)	3. [Oat	e of Earliest	t Trai	nsaction (MM/DD/YY	YYY)	X Officer (g	ive title bel	ow)	Other (sp	ecify
1221 BROADWAY							9/1	11/2012			below) SVP- HR & Corporate Affairs				
	(Street)					Amendment, D/YYYY)	Date	Original	Filed		6. Individual (or Joint/C	Group Filin	ng (Check A	pplicable
OAKLAND, CA (City)	A 94612 (State)	2-1888 (Zip)									X Form filed by			g Person	
		Tab	ole I - Nor	ı-Deriv	ati	ive Securiti	es A	cquired, 1	Disposed	of, or B	eneficially Ow		•	.	
1.Title of Security (Instr. 3)				2. Trans Date	3.	Deemed	3. Trar Code (Instr.	8) Acqu Disp (Inst	curities nired (A) or osed of (D) r. 3, 4 and 5 (A) or unt (D)	Follov (Instr.	nount of Securities B wing Reported Trans . 3 and 4)		Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
T	Гable II -	Derivati	ive Secur	ities Be	ne	ficially Ow	ned ((<i>e.g.</i> , pu	ts, calls,	warrants	s, options, conv	ertible s	ecurities)		
Security Conversion or Exercise Price of I		Deemed	4. Trans. Code (Instr. 8)	le Derivativ		d of	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		(Instr. 5)	of derivative Securities Beneficially Owned Following	Ownership Form of Benefic Derivative Owner	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction (s) (Instr. 4)		
Stock Option (Right to Buy)	\$72.1100	9/11/2012		A (1)		54600.0000		9/11/2013	9/11/2022	Common Stock	54600.0000	\$0.0000	54600.0000	D	

Explanation of Responses:

(1) Option vests in 4 equal installments - 1/4 on each of the first, second, third and fourth anniversaries of the grant date.

Reporting Owners

reporting Owners								
Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Addres	Director	10% Owner	erOfficer	Other				
KANE JACQUELINE P								
1221 BROADWAY			SVP- HR & Corporate Affairs	1				
OAKLAND, CA 94612-1888			_					

Signatures

By Angela Hilt, Attorney-in-Fact for

** 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 control number.