## SEC Form 4

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## 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL										
OMB Number: 3235-0287										
Estimated average bur	den									
hours per response:	0.5									

1. Name and Address of Reporting Person* DEVINE MICHAEL P				_	0	Symbol NCSHARES INC					
(Last) 209 HAVEMEY	(First)	(Middle)	3. Date	OM ] e of Earliest Transa //2005	ction (Month/I	Day/Year)	x	Officer (give title below)		r (specify	
(Street) BROOKLYN (City)	NY (State)	11211 (Zip)	4. If Ai	nendment, Date of	Original Filed	(Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3)       2. Transac         Date       (Month/Date)				2A. Deemed Execution Date, if any (Month/Dav/Year)	3. Transaction Code (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	

	(	(Month/Day/Year)	8)					Owned Following Reported	(I) (Instr. 4)	Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock								348,291	D		
Common Stock	11/29/2005	11/29/2005	S		8,895	D	\$14.68	11,496	I	401(k) Plan	
Common Stock								197,895	I	BMP	
Common Stock								50,567	Ι	ESOP	
Common Stock								9,032	Ι	Restricted Stock Award	

	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. Transa Code ( 8)		5. Number of Derivative Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate	e of Securities		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 Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	\$10.91							11/21/2002	11/21/2011	Common Stock	105,750		105,750	D	
Stock Options (Right to buy)	\$13.16							02/01/2004	02/01/2013	Common Stock	111,000		111,000	D	
Stock Options (Right to buy)	\$15.1							05/31/2006	05/31/2015	Common Stock	90,537		90,537	D	
Stock Options (Right to buy)	\$19.9							01/27/2005	01/27/2014	Common Stock	111,000		111,000	D	

Explanation of Responses:

MICHAEL P. DEVINE

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.