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	tr
	i.c
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

	OVAL
OMB Number:	3235-0287
Estimated average bur	den
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1. Nume and Address of Reporting Ferson				er Name and Ticke	•	iymbol NCSHARES INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
DEVINE MICHAEL P							X	Director	10%	Owner		
(Last) (First) (Middle) 209 HAVEMEYER STREET				e of Earliest Transa /2008	ction (Month/I	Day/Year)	X	Officer (give title below) PRESIDE	Other below ENT & COO	r (specify v)		
(Street)			4. If Ar	nendment, Date of	Original Filed	(Month/Day/Year)	6. Indiv Line)	/idual or Joint/Grou	p Filing (Check	Applicable		
BROOKLYN	NY	11211					X	Form filed by On	e Reporting Per	son		
(City)	(State)	(Zip)						Form filed by Mo Person	ore than One Re	porting		
		Table I - Nor	n-Derivative S	ecurities Acq	uired, Dis	posed of, or Benefi	cially	Owned				
1. Title of Security (Instr. 3) Date (Month/Da				2A. Deemed Execution Date, if any	3. Transaction Code (Instr.	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)	and	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial		

	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.		Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	08/07/2008	08/07/2008	G ⁽¹⁾		300 ⁽¹⁾	D	\$15.59	353,343	D	
Common Stock								214,265	Ι	BMP
Common Stock								52,983	Ι	ESOP
Common Stock								16,642	Ι	Restricted Stock Award

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puis, cans, 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)		of Deriv Secu Acqu (A) o Dispo of (D	rities lired r osed) r. 3, 4	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 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	28,664		28,664	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)	\$13.74							05/01/2008	05/01/2017	Common Stock	170,000		170,000	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)	\$16.73							05/01/2012	07/31/2018	Common Stock	18,135		18,135	D	
Stock Options (Right to buy)	\$19.9							01/27/2005	01/27/2014	Common Stock	111,000		111,000	D	

Explanation of Responses:

1. Shares donated by Mr. Devine to Long Island University.

MICHAEL P.DEVINE

** Signature of Reporting Person

<u>08/08/2008</u> 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.