

KESSLER MURRAY S
Form 4
January 08, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KESSLER MURRAY S

(Last) (First) (Middle)
**C/O UST INC., 6 HIGH RIDGE
PARK, BLDG. A**

(Street)

STAMFORD, CT 06905

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UST INC [UST]

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V | Amount | | |
| Common Stock | 01/06/2009 | | A | | 1,594 ⁽¹⁾ | A | \$ 0 279,447 D |
| Common Stock | 01/06/2009 | | A | | 727 ⁽¹⁾ | A | \$ 0 282,628 ⁽²⁾ D |
| Common Stock | 01/06/2009 | | D | | 282,628 | D | \$ 69.5 0 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Employee Stock Option (Right to Buy) | \$ 33.25 | 01/06/2009 | | D | 38,900 | 07/23/2004 ⁽³⁾ | 07/22/2013 | Common Stock | 38 |
| Employee Stock Option (Right to Buy) | \$ 39.31 | 01/06/2009 | | D | 57,700 | 09/10/2005 ⁽⁵⁾ | 09/09/2014 | Common Stock | 57 |
| Employee Stock Option (Right to Buy) | \$ 53.47 | 01/06/2009 | | D | 200,000 | 11/02/2007 ⁽⁷⁾ | 11/01/2016 | Common Stock | 200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| KESSLER MURRAY S C/O UST INC. 6 HIGH RIDGE PARK, BLDG. A STAMFORD, CT 06905 | X | | CEO & President | |

Signatures

Lorna R. Simms, By Power of Attorney
01/08/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

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- (1) In accordance with the terms of the plan, the number of shares indicated became vested on January 6, 2009, upon the completion of the change in control of UST Inc., due to performance for the performance period ended December 31, 2008.
- (2) Includes a total of 2,454 shares held in the UST Inc. Employees' Savings Plan as of December 31, 2008.
- (3) Ratably over a four (4) year period commencing on 07/23/2004.
- (4) The option was canceled on January 6, 2009 under the terms of the plan in exchange for a cash payment representing the excess of \$69.50 over the option's exercise price of \$33.25 per share.
- (5) Ratably over a three year period commencing on 9/10/2005.
- (6) The option was canceled on January 6, 2009 under the terms of the plan in exchange for a cash payment representing the excess of \$69.50 over the option's exercise price of \$39.31 per share.
- (7) Ratably over a three year period commencing on 11/02/2007.
- (8) The option was canceled on January 6, 2009 under the terms of the plan in exchange for a cash payment representing the excess of \$69.50 over the option's exercise price of \$53.47 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.