SMITH SARAH G

Form 4

January 27, 2012

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

(r							
1. Name and A	Symbol		d Ticker or Trading CHS GROUP INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)		of Earliest T Day/Year)		DirectorX Officer (give below)	title Other		
C/O GOLD	£ 01/25/2	2012		· · · · · · · · · · · · · · · · · · ·	Accounting Of	ficer		
CO., 200 W	VEST STREET				i inicipui i	recounting of	nicoi	
	4. If Am	endment, D	ate Original	6. Individual or Joint/Group Filing(Check				
		Filed(Mo	onth/Day/Yea	r)	Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR				Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Securities Acqu	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of	2. Transaction Date		3.	4. Securities Acquired (A)		6.	7. Nature	
Security	(Month/Day/Year)	Execution Date, if		omr Disposed of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Benefici	
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownersh	
					Following	or Indirect	(Instr. 4)	
				(A)	Reported	(I)		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pric		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 o Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	01/25/2012		M	25,188 А ш	41,975	D	
Common Stock, par value \$0.01 per share	01/25/2012		F(2)	11,323 D \$ 107.44	30,652	D	

6,232 I

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Common See
Stock, par footnote
value
\$0.01 per

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number of or 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 Securities (Instr. 3 and 4)		8. I De Seo (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	01/25/2012		M	25,188	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	25,188	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMITH SARAH G C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK,, NY 10282

Principal Accounting Officer

Signatures

share

/s/ Beverly L. O'Toole, Attorney-in-fact 01/27/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- On January 25, 2012, shares of the Issuer's common stock underlying Restricted Stock Units ("RSUs") that were awarded in connection with compensation for years prior to 2011 were delivered to the Reporting Person without the payment of any consideration. These shares are not related to 2011 compensation.
- (2) Represents shares of the Issuer's common stock withheld to satisfy tax withholding obligations in connection with the delivery of the common stock underlying the RSUs described in footnote 1 above.
- (3) Held through trusts, the sole trustee of which is the Reporting Person's spouse and the sole beneficiaries of which are immediate family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.

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.