

PATRACUOLLA JAMES D
Form 4
December 10, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 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 *
PATRACUOLLA JAMES D

(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)
12/08/2008

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)
VP & Controller

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)
				(A) or (D)	Price		
Common Stock	12/08/2008		M	V	10,000 A \$ 33.25	62,726	D
Common Stock	12/08/2008		S		6,987 D \$ 68.91 (1)	55,739	D
Common Stock	12/09/2008		M		15,000 A \$ 33.25	70,739	D
Common Stock	12/09/2008		M		25,000 A \$ 39.31	95,739	D
Common Stock	12/09/2008		S		29,850 D \$ 68.89	70,572 (3)	D

(2)

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. 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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 33.25	12/08/2008		M	10,000	07/23/2004 ⁽⁴⁾ 07/22/2013	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 33.25	12/09/2008		M	15,000	07/23/2004 ⁽⁴⁾ 07/22/2013	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 39.31	12/09/2008		M	25,000	09/10/2005 ⁽⁵⁾ 09/09/2014	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATRACUOLLA JAMES D C/O UST INC. 6 HIGH RIDGE PARK, BLDG. A STAMFORD, CT 06905			VP & Controller	

Signatures

Lorna R. Simms, By Power of
Attorney

12/10/2008

__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).
- (1) Represents average sale price of shares sold, actual sale prices range from \$68.90 to \$68.92.
- (2) Represents average sale price of shares sold, actual sale prices range from \$68.80 to \$68.91.
- (3) Includes a total of 4,224 shares held in the UST Inc. Employees' Savings Plan and 459 shares held in the UST Dividend Reinvestment Plan as of this date.
- (4) Ratably over a three year period commencing 07/23/2004.
- (5) Ratably over a three year period commencing 09/10/2005.

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.