Parsons Joan Form 5 February 15, 2012							
FORM 5					OMB A	PPROVAL	
UNITED Check this box if no longer subject		S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 CATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				3235-0362 January 31, 2005	
5 obligations may continue. See Instruction	OWNE					average urs per . 1.0	
1(b). Filed pur Form 3 Holdings Section 17( Reported Form 4 Transactions Reported	(a) of the Public U	Utility Holdi	Securities Exchang ing Company Act o Company Act of 19	f 1935 or Section	n		
1. Name and Address of Reporting Parsons Joan	Symbol		cker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (	Middle) 3. State	ment for Issuer /Day/Year)	's Fiscal Year Ended	(Check all applicable) Director 10% Owner X_ Officer (give title Other (specify			
3005 TASMAN DRIVE				below) Head	below) of US Banking		
(Street)		nendment, Date onth/Day/Year)	e Original	6. Individual or Joint/Group Reporting			
	T Hou(in	ondiz Day, i cai)		(check applicable line)			
SANTA CLARA, CA 95	054			_X_ Form Filed by ( Form Filed by N Person			
(City) (State)	(Zip) Ta	ble I - Non-De	erivative Securities Ac	quired, Disposed of	, or Beneficia	ally 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) (A) or	SecuritiesFBeneficially(1)Owned at endIn	5. Ownership Form: Direct D) or ndirect (I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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

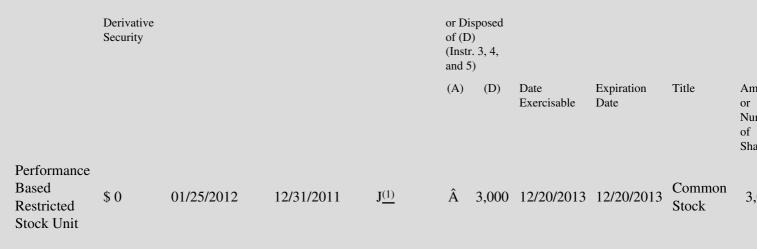
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Amount (D) Price (Instr. 3 and 4)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

(9-02)



## **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Parsons Joan 3005 TASMAN DRIVE SANTA CLARA, CA 95054	Â	Â	Head of US Banking	Â		
Signatures						
Lisa Bertolet as attorney in fact	02/15/2012					

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).

This award represents the portion of a previously-reported performance-based restricted stock unit grant that was deemed earned by the
(1) Compensation Committee of the Board of Directors on 1/25/12. The grant was originally reported on a Form 4 in May 2011, with a maximum award of 150% of target. 50% of target was deemed earned and is subject to further time-based vesting until 12/20/13.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.