FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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# 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Paran Patrick Jos			uer Name <b>and</b> Ticke NCHRONOSS R]					ationship of Reportin ( all applicable) Director Officer (give title below)	ng Person(s) to Issuer  10% Owner  Other (specify below)			
(Last) (Fir. 750 ROUTE 202 SO	, , ,		e of Earliest Transac 7/2012	ction (M	onth/E	Day/Year)		EVP & Chief T		•		
(Street) BRIDGEWATER NJ (City) (Sta		4. If A	mendment, Date of	Original	Filed	(Month/Day/Ye	6. Indiv Line) X	·				
	Table I - No	n-Derivative \$	Securities Acq	uired,	Dis	posed of, o	or Ben	eficially	Owned			
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(111511. 4)	
Common Stock	_	08/07/2012		М		1,500	A	\$11.21	41,187	D		
Common Stock		08/07/2012		М		833	A	\$9.93	42,020	D		

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

M

S

1,083

4,510

\$14

\$20.3

Α

D

43,103

38,593

D

D

7															
1. Title of Derivative Security (Instr. 3)	rivative Conversion Date Executity or Exercise (Month/Day/Year) if an		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 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 Option (Right to Buy)	\$11.21	08/07/2012		M			1,500	08/01/2010 <sup>(1)</sup>	08/01/2016	Common Stock	1,500	\$0.00	13,000	D	
Stock Option (Right to Buy)	\$9.93	08/07/2012		M			833	12/05/2009 <sup>(2)</sup>	12/05/2015	Common Stock	833	\$0.00	3,336	D	
Stock Option (Right to Buy)	\$14	08/07/2012		M			1,083	12/01/2010 <sup>(3)</sup>	12/01/2016	Common Stock	1,083	\$0.00	12,286	D	

### **Explanation of Responses:**

Common Stock

Common Stock

- 1. The option shall become exercisable with respect to the first 25 percent of the shares subject to the option when the Reporting Person completes 12 months of continuous service after August 1, 2009. The option shall become exercisable with respect to an additional 1/48th of the shares subject to the option when the Reporting Person completes each month of continuous service thereafter.
- 2. The option became exercisable with respect to the first 25 percent of the shares subject to the option when the Reporting Person completed 12 months of continuous service after December 5, 2008. The option becomes exercisable with respect to an additional 1/48th of the shares subject to the option when the Reporting Person completes each month of continuous service thereafter.
- 3. The option shall become exercisable with respect to the first 25 percent of the shares subject to the option when the Reporting Person completes 12 months of continuous service after December 1, 2009. The option shall become exercisable with respect to an additional 1/48th of the shares subject to the option when the Reporting Person completes each month of continuous service thereafter

## Remarks:

\*\*\*All of the sales reported on this Form were effected pursuant to an approved Rule 10b5-1 trading plan.\*\*\*

/s/ Patrick J. Doran 08/09/2012

\*\* Signature of Reporting Person 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).

08/07/2012

08/07/2012

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.