FORM 4	
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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).

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

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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)										
1. Name and Address of Reporting Person – BARSHEFSKY CHARLENE	2. Issuer Name and NTEL CORP [II		radin	g Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(East) WILMER CUTLER PICKERING HA DORR, 1875 PENNSYLVANIA AVE	<ol> <li>Date of Earliest Tr 09/30/2011</li> </ol>	ansaction (N	Aonth	/Day/Year	r)	Officer (give title below) Ot	her (specify belo	ow)		
(Street) WASHINGTON, DC 20006	4	4. If Amendment, Da	te Original I	Filed(	Month/Day/Y	r'ear)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip)		Table I - N	on-De	erivative	Securitie	quired, 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)	Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code	v	Amount	(D)		18,452	D	
Common Stock								8,200	I	By 401(k) Plan
Common Stock								6,800	Ι	Joint Account with Spouse

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

Persons who respond to the collection of information contained SEC 1474 (9-02) in this form are not required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	( <i>e.g.</i> , puts, calls, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Number of		6. Date Exercisable		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transac	tion	n Derivative		and Expiration Date		of Underlying		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code				(Month/Day/Year)		Securities		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	)	Acquired (A)				(Instr. 3 and 4)		(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					or Disposed of				Owned	Security:	(Instr. 4)			
	Security					(D)					0	Direct (D)			
					(Instr. 3, 4,							· F · · · · ·	or Indirect		
						and 5)							Transaction(s)	· /	
											Amount		(Instr. 4)	(Instr. 4)	
								Date	Expiration	Title	or				
								Exercisable	Date	THE	Number				
				Code	V	(A)	(D)				of Shares				
Phantom Stock	<u>\$ 0 <sup>(1)</sup></u>	09/30/2011		А		996.016		<u>(2)</u>	. <u>(2)</u>	Common Stock	996.016	\$	19,965.242	D	
Units	ψ ΰ									Stock		21.3349	,		

# **Reporting Owners**

Benerting Owner Name / Address	Relationships						
Reporting Owner Name / Address		10% Owner	Officer	Other			
BARSHEFSKY CHARLENE WILMER CUTLER PICKERING HALE & DORR 1875 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20006	х						

### **Signatures**

/s/ Wendy Yemington,	attorney-in-fact	1

\*\*Signature of Reporting Person

## **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) Conversion rate is 1-for-1.
- (2) Date Exercisable and Expiration Date are the reporting person's retirement date, which is currently unknown.

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.