

HOOPER LAWRENCE L JR  
Form 4  
December 30, 2011

**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 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 \*  
HOOPER LAWRENCE L JR

2. Issuer Name and Ticker or Trading Symbol  
ADAMS EXPRESS CO [ADX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
7 ST PAUL STREET, STE 1140

3. Date of Earliest Transaction (Month/Day/Year)  
12/28/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP. Gen'l Counsel & Sec'y

(Street)  
BALTIMORE, MD 21202

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 12/28/2011                           |  | J                              | V 319 A \$ 0 <sup>(1)</sup>                                       | 20,525  | I  | By Issuer's Thrift Plan Trust                         |
| Common Stock                    | 12/28/2011                           |  | J                              | V 436 A \$ 0 <sup>(2)</sup>                                       | 17,062 <sup>(3)</sup>   | D  |   |
| Common Stock                    | 12/28/2011                           |  | M                              | 5,576 A \$ 8.935  | 22,638  | D  |   |
| Common Stock                    | 12/28/2011                           |  | M                              | 5,576 D \$ 9.74   | 17,062  | D  |   |

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

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(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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock option w/tandem SAR <sup>(4)</sup>   | \$ 8.935   | 12/28/2011                           |  | M                              | 5,576   | 01/10/2004   | 01/10/2012  | Common Stock | 5,576                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| HOOPER LAWRENCE L JR<br>7 ST PAUL STREET<br>STE 1140<br>BALTIMORE, MD 21202 |               |           | VP. Gen'l Counsel & Sec'y |       |

## Signatures

Lawrence L. Hooper, Jr. 12/30/2011

\_\_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).

The number of shares reported as held by the Issuer's Thrift Plan Trust represents the undersigned's proportionate beneficial interest in such stock held in the Trust. Such number is based on information as of December 28, 2011. This number reflects periodic contributions (1) made during 2011, shares acquired by the Trustee through dividend reinvestment, and changes in the number of shares previously reported due to fluctuations in the market price and interests in the Trust. Shares were acquired by the Trustee at various times during 2011. The Issuer's stock traded in a range of \$8.63-11.70 from January 1, 2011 through December 28, 2011.

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- (2) These shares were acquired in exempt transactions as a result of dividend reinvestment. The Issuer's stock traded in a range of \$8.63-\$11.70 from January 1, 2011 through December 28, 2011.
- (3) Of these shares, 226 shares are held in custodial accounts with the undersigned's children.
- (4) The tandem stock option to purchase 5576 shares has also been cancelled.

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.