Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Security</th>
<th>Date</th>
<th>M</th>
<th>D</th>
<th>A or D</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/12/2020</td>
<td>M</td>
<td>D</td>
<td>A</td>
<td>4,168(1)</td>
<td>$0.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/12/2020</td>
<td>F</td>
<td>D</td>
<td>A</td>
<td>1,481(2)</td>
<td>$0.0000</td>
</tr>
</tbody>
</table>

Explanations:
1. Shares expected to be issued in settlement of Restricted Performance Stock Rights ("RPSRs") granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/17/17 with a valuation of performance measurement period ("measurement period") that ended 12/31/19. RPSRs to be settled at 200% of target. Shares are anticipated to be distributed into the participant's account on February 14, 2020.
2. Shares surrendered to Issuer in payment of tax liability in connection with settlement of RPSRs in accordance with Rule 16b-3(e).
3. Each RPSR represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the Issuer's election, cash or a combination of cash and Issuer common stock. The RPSRs vest if the applicable performance metric is satisfied for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).
4. The RPSRs acquired include (i) 2,084 vested RPSRs with respect to the measurement period ended 12/31/19 acquired due to settlement of the 2017 RPSRs held at 200% of the target award and (ii) 3,605 unvested RPSRs granted under the LTISP on 2/12/20 with a measurement period ending on 12/31/22.
5. Total amount includes 4,168 vested RPSRs granted under the LTISP on 2/17/17 with a measurement period ended on 12/31/19; 3,605 RPSRs granted on 2/12/20 with a measurement period ending on 12/31/22; 4,132 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/21; and 3,182 RPSRs granted on 2/13/18 with a measurement period ending on 12/31/20.
6. Total amount includes 3,605 RPSRs granted on 2/12/20 with a measurement period ending on 12/31/22; 4,132 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/21; and 3,182 RPSRs granted on 2/13/18 with a measurement period ending on 12/31/20.
7. Each Restricted Stock Right ("RSR") represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the election of the Issuer's Compensation Committee, cash or a combination of cash and Issuer common stock. The RSRs were granted under the LTISP on 2/12/20 and will vest on 2/13/20.
8. Total amount includes 1,527 RSRs granted under the LTISP on 2/12/20 that will vest on 2/13/20; 1,753 RSRs granted under the LTISP on 2/13/19 that will vest on 2/13/21; 1,445 RSRs granted under the LTISP on 2/13/18 that will vest on 2/13/21; and 893 RSRs granted under the LTISP on 2/17/17 that will vest on 2/18/20.

/s/ Jennifer C. McGarey 02/14/2020
Attorney-in-Fact

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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