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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Total Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Price of Securities (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/12/2020</td>
<td>M</td>
<td>A 12,704.44</td>
<td>$0.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/12/2020</td>
<td>F</td>
<td>D 5,322</td>
<td>$0.0000</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>5. Total Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying the Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Performance Stock Rights</td>
<td>(3)</td>
<td>02/12/2020</td>
<td>A 29,065.44 (4)</td>
<td>(3) (3)</td>
<td>Common Stock 29,065.44</td>
<td>0.0000</td>
<td>96,273.44 (3)</td>
<td>Restricted Performance Stock Rights (3)</td>
<td>Direct (D)</td>
<td>Restricted Performance Stock Rights (3)</td>
</tr>
<tr>
<td>Restricted Performance Stock Rights</td>
<td>(3)</td>
<td>02/12/2020</td>
<td>M 12,704.44 (1)</td>
<td>(3) (3)</td>
<td>Common Stock 12,704.44</td>
<td>0.0000</td>
<td>83,569 (2)</td>
<td>Restricted Performance Stock Rights (3)</td>
<td>Direct (D)</td>
<td>Restricted Performance Stock Rights (3)</td>
</tr>
<tr>
<td>Restricted Stock Rights</td>
<td>(3)</td>
<td>02/12/2020</td>
<td>A 11,453</td>
<td>(3) (3)</td>
<td>Common Stock 11,453</td>
<td>0.0000</td>
<td>39,604 (2)</td>
<td>Restricted Stock Rights (3)</td>
<td>Direct (D)</td>
<td>Restricted Stock Rights (3)</td>
</tr>
</tbody>
</table>

Explanation of Responses:

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 are to be settled at 110% of target. The shares are anticipated to be distributed to the participant's account on February 14, 2020. RPSRs may become exercisable at the election of the Issuer's Compensation Committee, cash or a combination of cash and Issuer common stock. The RPSRs vest if the applicable performance metric is met for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).

2. The RPSRs are subject 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. RPSRs granted under the LTISP on 2/12/20 with a measurement period ending on 12/31/22.

4. The RPSRs acquired include (i) 2,028,44 vested RPSRs with respect to the measurement period ended 12/31/19 acquired due to settlement of the 2017 RPSRs held at 110% of the target award and (ii) 27,037 vested RPSRs granted under the LTISP on 2/12/20 with a measurement period ending on 12/31/22.

5. The total amount includes 12,704.44 vested RPSRs granted under the LTISP on 2/17/17 with a measurement period ended on 12/31/19; 27,037 RPSRs granted on 2/12/20 with a measurement period ending on 12/31/22; 33,572 RPSRs granted on 2/19/21 with a measurement period ending on 12/31/21; 13,016 RPSRs granted on 9/19/18 with a measurement period ending on 12/31/20; and 9,944 RPSRs granted on 2/13/18 with a measurement period ending on 12/31/17.

6. The total amount includes 12,704.44 vested RPSRs granted under the LTISP on 2/17/17 with a measurement period ending on 12/31/21; 33,572 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/20; 13,016 RPSRs granted on 9/19/18 with a measurement period ending on 12/31/17; and 9,944 RPSRs granted on 2/13/18 with a measurement period ending on 12/31/16.

7. The total amount includes 11,453 RPSRs granted under the LTISP on 2/17/17 that will vest on 2/12/20; 14,227 RPSRs granted under the LTISP on 2/13/19 that will vest on 2/13/22; 4,943 RPSRs granted under the LTISP on 9/19/18 that will vest on 9/19/21; 4,516 RPSRs granted under the LTISP on 2/13/18 that will vest on 2/13/21; and 4,465 RPSRs granted under the LTISP on 2/17/17 that will vest on 2/18/20.

is/ Jennifer C. McGarry, Attorney-in-Fact 02/14/2020 ** 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).


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