

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)	Code	V	A	N	D	Date Exercisable	Expiration Date	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)
Stock Options	\$15.375	07/12/2010		M					(2)	12/19/2010	Common Stock	\$0	0	D	

Explanation of Responses:

- Includes 32,950 unvested RSUs, 21,903 vested RSUs, the receipt of which has been deferred and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, and 23,542 performance shares earned but not vested with respect to performance shares granted on 1/12/2009 and DERs related thereto.
- 20% exercisable on 12/19/2001 and 20% exercisable on the anniversary date of each of the following 4 years.

Remarks:

By: Barbara L. Smithers, by 07/13/2010
power of attorney.

** 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).

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.