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\* 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 Reporting Person cashlessly exercised the stock options. The exercise of the stock options was exempt under Rule 16b-6 and the right of the Reporting Person to direct that the shares be  
(1) withheld in payment of the exercise price and applicable taxes was both approved in advance by the Executive Committee of the Issuer's Board of Directors, which is comprised of only non-employee directors, and by the full Board of Directors in accordance with Rule 16b-3(d).

(2) Represents shares surrendered in payment of the exercise price.

(3) Represents shares surrendered in payment of the applicable taxes.

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.