



## 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).

(1) Excludes 300 shares inadvertently reported as owned by the reporting person and included in shares beneficially owned in the reporting person's last filed report on Form 4, which shares in fact are not owned by the reporting person.

(2) Reinvested Phantom Stock dividends which are exempt under Rule 16b-3. Phantom Stock units may be settled in cash on death or termination of service as a director.

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.