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>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>04/22/2020</td>
<td></td>
<td>F</td>
<td>3,044(A)</td>
<td>16,19</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

Explanation of Responses:
1. Shares withheld for taxes upon vesting of time-based restricted stock units ("RSUs").
2. Total includes 12,500 time-based RSUs previously awarded under Issuer's Long-Term Incentive Plan (the "Plan") and vesting on the second anniversary of the grant date. Reporting Person must continue to be an employee of Issuer from the grant date through the applicable vesting date. Additionally, includes (i) 10,045 time-based RSUs previously awarded under the Plan and vesting in February 2022 and (ii) 15,834 time-based RSUs previously awarded under the Plan and vesting in February 2023. The above awards shall vest if the Reporting Person continues to be an employee of Issuer from the grant date through the vesting date; (b) in the event of her earlier disability or death; or (c) on a pro-rata basis upon her earlier retirement unless she satisfies various conditions for full vesting.

Remarks:

/s/ Vincent A. Mercaldi, Attorney-in-Fact
04/24/2020
** 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.

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.