**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. 3, 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>07/01/2020</td>
<td></td>
<td>A</td>
<td>77,841(1)</td>
<td>$0.00</td>
<td>216,126</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/01/2020</td>
<td>F</td>
<td>10,211(2)</td>
<td>$19.27</td>
<td>205,915(3)</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)**

| 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) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. 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) |
|-------------------------------------------|--------------------------------------------------------|------------------------------------|-----------------------------------------------|--------------------------|-----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|

**Explanation of Responses:**

1. Fully-vested restricted stock units, with 1/3 of the underlying shares paid upon grant, 1/3 paid in July 2021 and 1/3 paid in July 2022; provided, however, if the Reporting Person earlier separates from the Company such that he is neither an employee nor director, any remaining unpaid shares under the award will be payable upon his separation.

2. Shares withheld for taxes upon payment of time-based restricted stock units.

3. Total includes (i) 23,906 time-based restricted stock units ("RSUs") previously awarded under the Issuer’s Long-term Incentive Plan (the "Plan") and vesting in February 2021, (ii) 23,742 RSUs previously awarded under the Plan and vesting in February 2022, and (iii) 30,250 RSUs previously awarded under the Plan and vesting in February 2023. The above awards shall vest on a pro-rata basis in the event of his retirement unless he satisfies various conditions for full vesting. For all above awards, Reporting Person is treated as currently retirement eligible.

**Remarks:**

By Vincent A. Mercaldi,
Attorney-in-Fact
**Signature of Reporting Person**
07/06/2020

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.