

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) These shares will vest as follows: 20% on 7/30/2013, 20% on 7/30/2014, 20% on 7/30/2015, 20% on 7/30/2016, and 20% on 7/30/2017.

(2) These shares were used to satisfy the required minimum tax withholding associated with vesting stock awards.

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.