



(1) Granted as officer compensation. Converts into common stock on a one-for-one basis.

(2) One half of award vests ratably over 3 years beginning with the first anniversary date of the grant date. The remaining 50% vest at the end of three years subject to performance criteria.

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.