

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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$20.27000							(2)	01/26/19	Common Stock	12,062.0000		12,062.0000	D	
Non-Qualified Stock Option (right to buy) (3)	\$28.92000								01/01/11 02/09/20	Common Stock	12,786.0000		12,786.0000	D	
Non-Qualified Stock Option (right to buy)	\$31.38000								12/02/03 (4) 12/02/12	Common Stock	2,750.0000		2,750.0000	D	
Non-Qualified Stock Option (right to buy)	\$31.89000							(2)	02/07/21	Common Stock	13,648.0000		13,648.0000	D	
Non-Qualified Stock Option (right to buy)	\$32.96000								12/15/04 12/15/13	Common Stock	6,500.0000		6,500.0000	D	
Non-Qualified Stock Option (right to buy)	\$44.09000							(2)	01/28/18	Common Stock	6,107.0000		6,107.0000	D	
Non-Qualified Stock Option (right to buy)	\$46.02000							(2)	01/24/15	Common Stock	4,000.0000		4,000.0000	D	
Non-Qualified Stock Option (right to buy)	\$46.65000							(2)	01/29/17	Common Stock	6,500.0000		6,500.0000	D	
Non-Qualified Stock Option (right to buy)	\$55.20000							(5)	01/22/16	Common Stock	3,600.0000		3,600.0000	D	
Phantom Stock	(6)							(6)	(6)	Common Stock	2,425.9440		2,425.9440	D	

Explanation of Responses:

See continuation page(s) for footnotes

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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: Jessica Carbullido For: Kevin S. Coel

02/09/2012

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person

Date

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.

- (1) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (2) The option vests in three equal annual installments, beginning on the January 1 following the date of grant.
- (3) Cash-settled SARs vest in three equal annual installments beginning on January 1 following the date of grant and expire 10 years from the date of grant.
- (4) The option vests in four quarterly annual installments beginning on January 1 following grant date.
- (5) The option vests in three equal annual installments beginning January 1 following the date of grant.
- (6) Shares of phantom stock are acquired on a 1-for-1 basis under the Company's deferred compensation plan either upon an election to convert a stated amount of a reporting person's existing account balance or through the reinvestment of dividend-equivalents . Phantom stock becomes payable, in cash or common stock, at the discretion of the Compensation Committee, upon the reporting person's termination of employment.