# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934**

**or Section 30(h) of the Investment Company Act of 1940**

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. **Title of Security (Instr. 3)**
2. **Transaction Date (Month/Day/Year)**
3. **Deemed Execution Date, if any (Month/Day/Year)**
4. **Transaction Code (Instr. 8)**
5. **Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)**
6. **Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)**
7. **Price**

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### 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)**
4. **Deemed Execution Date, if any (Month/Day/Year)**
5. **Transaction Code (Instr. 8)**
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. 3 and 4)**
10. **Ownership Form: Direct (D) or Indirect (I) (Instr. 4)**
11. **Nature of Indirect Beneficial Ownership (Instr. 4)**

### Explanation of Responses:

1. Each share unit represents the economic equivalent of one share of common stock. Upon vesting, the share units are settled (i) 50% in cash based on average of the high and low sale prices of a share of the Company's common stock on the date of vesting or the average of the high and low sale prices of the common stock on the preceding trading day if the settlement date is not a trading day) and (ii) 50% in shares of the Company's common stock, with any odd or fractional units rounded toward the share units to be settled in cash.

2. (Continued from Footnote 1) Notwithstanding the foregoing, the Reporting Person elected to defer the Reporting Person's 2020 annual director equity award into a share account pursuant to the terms of the Company's Director Equity Incentive Plan ("DEIP"). Therefore, all the share units granted to the Reporting Person for the 2020 annual director equity award will be settled following the Reporting Person's separation from service in accordance with the terms of the DEIP.

3. Additional share units accrue when and as dividends are paid on the Company's common stock. The number of share units accrued will be equal to the dollar amount of dividends that would be payable if the share units were actual shares of common stock, divided by the average of the high and low sale prices of a share of the Company's common stock on the date dividends are paid.

### Remarks:

As/ Sarah Hagy for Michele J. Hooper

**Signature of Reporting Person**

05/26/2020

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.

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