## 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>04/20/2019</td>
<td></td>
<td>D</td>
<td>1,372 D</td>
<td>(0) 103,031 D</td>
<td>D</td>
<td>D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td>(2) 04/20/2019</td>
<td>A</td>
<td>1,372</td>
<td>(3) (3)</td>
<td>Common Stock 1,372</td>
<td>S0 5,315.39</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Explanation of Responses:

1. Upon vesting of 1,372 Restricted Stock Units granted to the reporting person on April 20, 2018, the reporting person deferred the receipt of 1,372 shares of Common Stock and received instead 1,372 shares of phantom stock pursuant to the Company's 2008 Deferred Compensation Plan. As a result, the reporting person is reporting the disposition of 1,372 shares of Common Stock in exchange for an equal number of shares of phantom stock.

2. Each share of phantom stock represents the right to receive one share of Common Stock.

3. As provided in the 2008 Deferred Compensation Plan, the reported phantom stock becomes payable in shares of Common Stock upon termination of the reporting person's service as a director of the Company subject to certain restrictions and limitations.

### Remarks:

James R. Peacock III,  
Attorney-in-Fact for William M. Brown  
04/23/2019

** Signature of Reporting Person  
Date

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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