FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRI	OVAL
l	OMB Number:	3235-0287
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0.5

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Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Title of Security (Instr. 3) 2. Tr				2. Transa	action	4. If Amendment, Date of Original Filed (Month/Day/Year)  active Securities Acquired, Disposed of, or Benefic action Date, if any (Month/Day/Year)  Day/Year)  2. Deemed Execution Date, if any (Month/Day/Year)  3. Transaction Code (Instr. 8)  4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4)  5. Disposed Of (D) (Instr. 3, 4)						Line) X	Form filed by One Reporting Person  Form filed by More than One Reporting Person  y Owned  5. Amount of Securities Form: Direct (D) or Indirect (D) (Instr. 4)			nership Direct Indirect Istr. 4)	7. Nature of ndirect Beneficial Ownership		
							Code	v	Amount	(A) or (D)	Pi	rice	Reported Transaction(s) (Instr. 3 and 4)			D	Instr. 4)		
Common Stock  Common Stock														13,929.02			I I S	By 401(k) Plan, per Plan statement dated 3/31/12	
			Table II -								osed of, onvertib				Owned		,		•
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day/	ate, Tra	te, Transaction Code (Instr.				6. Date Exercisable an Expiration Date (Month/Day/Year)		:e	7. Title and An of Securities Underlying Derivative Sec (Instr. 3 and 4)		Derivative Security	9. Number derivative Securities Beneficia Owned Following Reported Transacti	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Co	ode	v	(A)	(D)	Date Exercisa	ble	Expiration Date	Title	or Nui of	ount mber ares		(Instr. 4)			
Stock	(1)	09/17/2012			$_{A}$		156 33 <sup>(2)</sup>	Ιl	(3)		(3)	Common	115	6.33	\$57.46	4.089.	51	D	

## Explanation of Responses:

- 1. 1 for 1
- 2. Stock unit dividend paid on performance share units that were deferred at the election of the reporting person under the Executive Deferred Compensation Plan.
- 3. The stock units are convertible into issuer's common stock and payable upon the occurrence of certain events, including the reporting person's retirement from the issuer.

## Remarks:

/s/ Paula McGee, Attorney-in-Fact for Laurie M. Black

09/17/2012

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.