

Stock Option (Right to buy)	(01)	07/22/2009	Common Stock	10,500	\$46.5625	D
Stock Option (Right to buy)	(02)	01/13/2010	Common Stock	20,000	\$43.0000	D

Explanation of Responses:

- (01) The options become exercisable in increments of one-third; One-third became exercisable on the date of grant, one-third upon the Company's common stock having closing price on the New York Stock Exchange of \$57.15 and \$71.43, respectively, for five trading days, they also become exercisable on the eighth anniversary of their grant (July 22, 2007) subject to terms regarding the reporting person's continued service with the Company.
- (02) These options become exercisable upon the Company's common stock having a closing price on the New York Stock Exchange of \$51.60, for five days, they also become exercisable on the fifth anniversary of the grant (January 13, 2005) subject to terms regarding the reporting person's continued service with the Company.

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

/s/Mary F. Eure (POA) 05/25/2000

 **Signature of Reporting Person Date

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

SEC 1473 (7-96)

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 OMD Number.

