



**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Cash-Settled Total Return Swap	(5)	09/20/2016	Common Stock, \$1.00 Par Value	25,000	29.8014 <sup>(6)</sup>	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)(5)</sup>
Cash-Settled Total Return Swap	(5)	09/21/2016	Common Stock, \$1.00 Par Value	25,000	29.0177 <sup>(6)</sup>	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)(5)</sup>
Cash-Settled Total Return Swap	(5)	10/28/2016	Common Stock, \$1.00 Par Value	40,000	26.535 <sup>(6)</sup>	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)(5)</sup>
Cash-Settled Total Return Swap	(5)	10/31/2016	Common Stock, \$1.00 Par Value	70,000	26.47 <sup>(6)</sup>	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)(5)</sup>
Cash-Settled Total Return Swap	(5)	10/31/2016	Common Stock, \$1.00 Par Value	400,000	26.872 <sup>(6)</sup>	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)(5)</sup>
Cash-Settled Total Return Swap	(5)	11/01/2016	Common Stock, \$1.00 Par Value	300,000	27.329 <sup>(6)</sup>	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)(5)</sup>
Cash-Settled Total Return Swap	(5)	11/02/2016	Common Stock, \$1.00 Par Value	200,000	27.956 <sup>(6)</sup>	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)(5)</sup>

**Explanation of Responses:**

- Securities owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Starboard Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard V&O Fund for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Securities owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Securities owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Securities held in an account managed by Starboard Value LP (the "Managed Account"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities held in the Managed Account for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Starboard V&O Fund has entered into certain cash-settled total return swap agreements (the "Swap Agreements") with an unaffiliated third party financial institution, which provide Starboard V&O Fund with economic exposure to an aggregate of 1,456,045 notional shares. The Swap Agreements provide Starboard V&O Fund with economic results that are comparable to the economic results of ownership but do not provide Starboard V&O Fund with the power to vote or direct the voting or dispose of or direct the disposition of the shares of common stock that are the subject of the Swap Agreements (the "Subject Shares"). The Reporting Person expressly disclaims beneficial ownership of the Subject Shares except to the extent of his pecuniary interest therein.
- Represents the reference price associated with the applicable Swap Agreement.

/s/ Peter A. Feld

01/11/2016

\*\* 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 5 (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.**