



**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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 18.51	03/13/2009		A		60,000		(1)	(1)	Class A Common	60,000	\$ 18.51	0	D	

**Explanation of Responses:**

1. Reporting person's right to exercise this option and the number of shares eligible to vest is contingent on the Company achieving sustainable reductions in cost that will be in effect for the Company's 2011 fiscal year, the determination of which will be made by the Compensation Committee of the Board of Directors on or before 3/1/2011. The option will lapse as to any shares initially subject to the option but as to which the Compensation Committee determines that the required reductions in cost were not achieved. So long as the reporting person continues to be employed by the Company as of each vesting date, the option will become incrementally exercisable as to 33 1/3% of the eligible shares on 3/1/2011, 3/1/3012 and 3/1/3013.

[Kathleen H. Wade](#) under  
[POA for the benefit of](#) [03/17/2009](#)  
[Thomas W. Lance](#)  
 \*\* 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.**