- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may 4 or Form Sobligations may
continue. See Instruction continue. See Instruction

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940
(Print or Type Responses)


Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of information contained in this form SEC 1474 (9-02) are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of DerivativeSecurity(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 <br> Derivative Securities <br> Acquired (A) or <br> Disposed of (D) <br> (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 <br> Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 4) | 10. <br> Ownership <br> Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code | V | (A) | (D) | Date <br> Exercisable | Expiration Date | Title | Amount or Number of Shares |  |  |  |  |
| Stock <br> Appreciation <br> Rights (2) | \$ 11.08 | 02/09/2010 |  | A |  | 62,000 |  | (3) | 02/09/2020 | Common Stock | 62,000 | \$ 11.08 | 62,000 | D |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |  |  |  |
| :--- | :--- | :--- | :--- | :--- |
|  | Director | $10 \%$ Owner | Officer | Other |
|  |  |  |  |  |

## Signatures

| By: Power of Attorney For: /s/ B Russell Lockridge | $02 / 11 / 2010$ |
| :---: | :---: | :---: |
| *Signature of Reporting Person | Date |

## Explanation of Responses:

* 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. $78 \mathrm{ff}(\mathrm{a})$
(1) Restricted stock granted under the 2003 Stock Incentive Plan with right to have shares withheld to pay income taxes on lapse of restrictions.
(2) Employee Stock-Settled Stock Appreciation Right granted under the 2003 Stock Incentive Plan.
(3) One-fourth of the total shares granted may be exercised on each of the first, second, third, and fourth anniversaries following grant date.


## Remarks:

Does not include phantom stock units acquired under the Company's excess benefit plan (the "Restoration Plan"), which are to be settled in cash upon the reporting person's retirement or other termin
Beneficial holdings include 162 shares acquired pursuant to dividend reinvestment in 2009.
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
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 OMB number.

