



**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)	Code (Instr. 8)	V	(A) Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(D)	Date Exercisable (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<a href="#">RELATIONAL INVESTORS LLC</a>															
(Last)		(First)	(Middle)												
12400 HIGH BLUFF DRIVE, SUITE 600															
(Street)															
SAN DIEGO	CA		92130												
(City)	(State)		(Zip)												

1. Name and Address of Reporting Person\*

[WHITWORTH RALPH V](#)

(Last) (First) (Middle)

12400 HIGH BLUFF DRIVE, SUITE 600

(Street)

SAN DIEGO CA 92130

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BATCHELDER DAVID H](#)

(Last) (First) (Middle)

12400 HIGH BLUFF DRIVE, SUITE 600

(Street)

SAN DIEGO CA 92130

(City) (State) (Zip)

**Explanation of Responses:**

1. Relational Investors LLC ("RILLC") is the general partner or investment manager of certain affiliated entities. RILLC and the affiliated entities own a total of 4,289,521 shares. RILLC is managed by Ralph V. Whitworth and David H. Batchelder, each of which is a reporting person hereunder. Ralph V. Whitworth and David H. Batchelder disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein.
2. The price in column 4 is a weighted average price. The prices actually received ranged from \$93.20 to \$94.20. Upon request, the reporting persons will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares sold at each price within the range.
3. The price in column 4 is a weighted average price. The prices actually received ranged from \$94.22 to \$94.72. Upon request, the reporting persons will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares sold at each price within the range.
4. The price in column 4 is a weighted average price. The prices actually received ranged from \$93.25 to \$93.45. Upon request, the reporting persons will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares sold at each price within the range.
5. The price in column 4 is a weighted average price. The prices actually received ranged from \$93.00 to \$93.86. Upon request, the reporting persons will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares sold at each price within the range.

Relational Investors LLC By:  
/s/ Ralph V. Whitworth, 11/25/2014  
Principal  
/s/ Ralph V. Whitworth 11/25/2014  
/s/ David H. Batchelder 11/25/2014  
 \*\* 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.**