FORM 4

**Check this box if no longer**

**subject to Section 16. Form 4 or Form**

**5 obligations may continue.**

***See* Instruction 1(b).**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility

Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

**Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the aﬃrmative defense conditions of Rule 10b5-1(c).**

***See* Instruction 10.**

(Print or Type Responses)

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Name and Address of Reporting Person\* | | | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  Director 10% Owner Oﬃcer (give Other (specify title below) below) | | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transcaction Required to be Reported (Month/Day/Year) | | | | 4. If Amendment,  Date Original  Filed(Month/Day/Year) | | |
| 6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  Form filed by More than One Reporting Person | | | |
| (Street) | | |
| (City) (State) (Zip) | | | **Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | |
| 1. Title of Security  (Instr. 3) | 2. Trans-  action  Date  (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/ Day/Year) | | 3. Trans- action Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | | | 5. Amount of Securities Beneficially Owned Follow- ing Reported Transaction (s) (Instr. 3 and 4) | 6. Owner- ship Form: Direct (D) or Indirect (I) (In- str. 4) | 7. Nature of Indirect Beneficial Ownership  (Instr. 4) |
| Code | V | Amount | | (A) or  (D) | Price | |
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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).

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 control number.

(Over)

SEC 1474 (02-23)

**FORM 4 (continued) Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned**

**( *e.g.****,* **puts, calls, warrants, options, convertible securities)**

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Title of Derivative  Security  (Instr. 3) | 2. Conver- sion or Exercise Price of Deri- vative Security | 3. Trans- action Date  (Month/ Day/ Year) | 3A. Deemed Execution Date, if  any (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) | | 5. Number of Deriv- ative Securities  Ac-quired (A) or Dis-posed of (D) (Instr. 3, 4, and 5) | | 6. Date Exer- cisable and Expiration Date (Month/Day/ Year) | | 7. Title and Amount of Underly- ing Securities  (Instr. 3 and 4) | | 8. Price of Deriv- ative Secur- ity (Instr.  5) | 9. Number of deriv- ative Secur- ities Bene- ficially Owned  at End of Month (Instr. 4) | 10.Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)  (Instr. 4) | 11. Nature of Indi- rect  Ben- eficial Owner- ship (Instr. 4) |
| Date Exer- cisable | Expira- tion Date | Title Number o | Amount or f  Shares |
| Code | V | (A) | (D) |
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Explanation of Responses:

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. \*\*Signature of Reporting Person Date

*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.

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