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| **Form 5** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  **Washington, DC 20549** |  |
| * **Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).** * **Form 3 Holdings Reported** * **Form 4 Transactions Reported** * **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.** | **ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITES** |  |

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| 1. Name and Address of Reporting Person\* | 2. Issuer and Name and Ticker or Trading Symbol | | | | | | | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  \_\_\_\_\_ Director \_\_\_\_\_ 10% Owner  \_\_\_\_\_ Officer (give \_\_\_\_\_ Other (specify below)  title below | | | |
| (Last) (First) (Middle) | 3. Statement for Issuer's Fiscal Year Ended  (Month/Day/Year) | | | 4. If Amendment, Date of  Original Filed  (Month/Day/Year) | | | | 6. Individual or Joint/Group Reporting  (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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/ Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A)  or Disposed of (D)  (Instr. 3, 4 and 5) | | | | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| 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.** |

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| **FORM 5 (continued) 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. Trans-action 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 at End of Issuer's Fiscal Year (Instr. 4) | 10. Ownership Form of  Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect  Beneficial  Ownership (Instr. 4) |
| Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares |
|  |  |  |  |  | (A) | (D) |
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Explanation of Responses:

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| \*\* International 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 provided is insufficient, *See* Instruction 6 for procedure.

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