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| **FORM 4** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549** |  |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.  *See* Instruction 1(b)  Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**  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)

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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) | | | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) | | | | 4. If Amendment, Date of Original  (Month/Day/Year) | | | | **\_\_** Director  **\_\_** 10% Owner  **\_\_** Officer (give title  **\_\_** Other (specify  below) below) | | | |
| (Street) | 1. Individual or Joint/Group Filing   (Check Applicable Line)  Form filed by One Reporting Person  Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) |  | | | | | | | | | | | |
|  | **Table 1 – 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 Following Reported Transaction  (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 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.** | |

**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. 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 (Instr. 4) | 10. Owner-ship 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 |
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Explanation of Responses:

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| \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. |  |  |  |
| *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). | \*\*Signature of Reporting Person |  | Date |

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.