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| **Form 5** | **UNITED STATESSECURITIES AND EXCHANGE COMMISSION****Washington, DC 20549** |  |
| * **Check box if no longersubject to Section 16. Form 4or Form 5 obligations maycontinue. *See* Instruction 1(b).**
* **Form 3 Holdings Reported**
* **Form 4 Transactions Reported**
 | **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) | Rule 10b5-1(c) Transaction Indication[ ] 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. |
|  (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 SecuritiesAcquired (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) |
| DateExer-cisable | Expira-tionDate | 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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