You may not send a completed printout of this form to the SEC to satisfy a filing obligation. You can only satisfy an SEC filing obligation by submitting the information required by this form to the SEC in electronic format online at [https://www.onlineforms.edgarfiling.sec.gov.](http://www.onlineforms.edgarfiling.sec.gov/)

**FORM 5**

**UNITEDSTATESSECURITIESANDEXCHANGECOMMISSION**

**Washington, D.C. 20549**

**Check box if no longer subject to**

OMB APPROVAL

OMB Number 3235-0362

Expires: April 30, 2014 Estimated average burden

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**Section 16. Form 4 or Form 5 obli­ ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF**

**gations may continue. *See* Instruc­**

**tion 1(b).**

**SECURITIES**

**Form 3 Holdings Reported Form 4 Transactions Reported**

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 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. Statement for Issuer's Fiscal Year Ended (Month//Day/Year) | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | |
| (Street) | | 6. Individual or Joint/Group Reporting  (check applicable line)  Form Filed by One Reporting Person  Form Filed by More than One Reporting Person | | | |
| (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  Execu- tion 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 Ben- eficially Owned at end of Issuer’s Fiscal Year  (Instr. 3 and 4) | 6. Owner- ship Form: Di- rect (D)  or Indi- rect (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.

## (Over)

\* 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 informa-** SEC2270(11-11)

**tion contained in this form are not required to respond unless the**

**form displays a currently valid OMB control number.**

**FORM 5 (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 Exer- cise Price of Deriva- tive Se- curity | 3. Trans-  action Date (Month/ Day/  Year) | 3A.Deemed Execetion Date, if  any (Month/ Day/ Year) | 4. Transac- tion Code (Instr. 8) | 5. Number of Deriva- tive Securities Ac- quired (A) or Dis- posed of (D)  (Instr. 3, 4, and 5) | | 6. Date Exercis- able and Expi- ration Date (Month/Day/  Year) | | 7. Title and Amount of Underly- ing Securities  (Instr. 3 and 4) | | 8. Price of  De- riva- tive Secu- rity  (Instr. 5) | 9. Number of De- rivative Securi- ties Ben- eficially Owned  at End of Issuer's Fiscal Year  (Instr. 4) | 10. Owner- ship Form  of De- rivative Securi- ties: Direct  (D) or Indirect (I)  (Instr. 4) | 11. Nature of Indirect Benefi- cial Owner- ship (Instr. 4) |
| Date Exer- cisable | Expira- tion Date | Title | Amount or Number of Shares |
| (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 provided is insufficient, *see* Instruction 6 for procedure.

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