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**SEC Form 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL 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

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/12/2019</td>
<td></td>
<td></td>
<td>G</td>
<td>2,666</td>
<td>$70.72</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>D</td>
<td></td>
<td>57,647</td>
</tr>
</tbody>
</table>

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**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. 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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | 12. Date Exercisable | 13. Expiration Date | 14. Amount or Number of Shares | 15. Title | 16. Amount of Derivative Securities Beneficially Owned at end ofIssuer's Fiscal Year (Instr. 3 and 4) | 17. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 18. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------------|-----------------------------------------------------|-------------------------------------|-----------------------------------------------|-------------------------------|----------------------------------------------------------|------------------------------------------------|------------------------------------------------|------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------|------------------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Common Stock                             |                                                    |                                    |                                               |                               |                                                          |                                                |                                                |                                                |                                                          |                                                     |                                                   |                     |                     |                     |                     |                     |                     |                     |                     |                     |

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**Explanation of Responses:**

**Remarks:**

/s/ Michelle McCarthy,  
Attorney-in-Fact for OBrien William K  
08/17/2020

**Signature of Reporting Person**  **Date**

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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