FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

1. Name and Address of Reporting Person*
   (Last) (First) (Middle)
   (Street) (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   □ Director □ 10% Owner
   □ Officer (give Other (specify title below) below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   □ Form filed by One Reporting Person
   □ Form filed by More than One Reporting Person

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)
   Amount (A) or (D) Price

5. Amount of Securities Beneficially Owned at the 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)

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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.

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).
Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned

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<tbody>
<tr>
<td>1. Title of Derivative Security (Instr. 3)</td>
<td>2. Conversion or Exercise Price of Derivative Security</td>
<td>3. Transaction Date (Month/Day/Year)</td>
<td>4. Transaction Code (Instr. 8)</td>
<td>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</td>
<td>6. Date Exercisable and Expiration Date (Month/Day/Year)</td>
<td>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</td>
<td>8. Price of Derivative Security (Instr. 5)</td>
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Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. **


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

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**Signature of Reporting Person ___________________________ Date ___________________________**