## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See nstruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940


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 Following Reported Transaction(s) (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 | $\begin{aligned} & \text { (A) or } \\ & \text { (D) } \end{aligned}$ | Price |  |  |  |
| Common Stock | 02/23/2016 |  | M |  | 498 | A | \$0 | 8,373 | D |  |
| Common Stock | 02/23/2016 |  | F |  | 162 | D | \$258.99 | 8,211 | D |  |

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any <br> (Month/Day/Year) | 4. <br> Transaction Code (Instr. <br> 8) |  | 5. Number of <br> 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 <br> Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Restricted <br> Stock Unit | \$0 | 02/23/2016 |  | M |  |  | 498 | (1) | 02/23/2018 | Common Stock | 498 | \$0 | 3,962 | D |  |
| Restricted Stock Unit | \$0 | 02/23/2016 |  | $\mathrm{J}^{(2)}$ |  |  | 988 | (1) | 02/23/2018 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 988 | \$0 | 2,974 | D |  |

## Explanation of Responses:


 vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the 30 -day average closing stock price ending on the vesting date divided by the 30 -day average closing stock price on the grant date]).
2. This represents the difference between the maximum possible number of shares that were eligible for vesting and the actual number of shares that vested.
/s/ Matthew S. Gilman,
Attorney-in-fact for Adriana $\quad \underline{02 / 25 / 2016}$ Karaboutis
** 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).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. $78 f f(a)$.
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.

