SEC Form 4

FORM 4

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person [*] MIRZAYANTZ NICOLAS				er Name and Ticke ERNATIONA GRANCES I	L FLAV	<u>DRS &</u>	(Check	tionship of Reportin all applicable) Director Officer (give title	10% (Issuer 6 Owner er (specify		
(Last) 521 WEST 57T	(First) H STREET	(Middle)	3. Date 03/13/	of Earliest Transac 2020	ction (Month/D	ay/Year)		Group Presi)			
(Street) NEW YORK	NY	10019	4. If Am	endment, Date of	Original Filed	(Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Mor	e Reporting Pers	on		
(City)	(State)	(Zip)						Person	e than one rrep	Jrung		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial		

	(Month/Day/Year)	if any (Month/Day/Year)	Code (Instr.					Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code	V Amount		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(
Common Stock	03/16/2020		A		877(1)	A	\$0.0000	30,755	D	
Common Stock	03/16/2020		F		336(2)	D	\$101.49	30,419	D	
Common Stock	03/16/2020		S ⁽³⁾		708	D	\$100.33	29,711	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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Number Derivative Securities Acquired or Dispos of (D) (Ins 4 and 5)	e (A) ed	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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Equivalent Unit	(4)	03/13/2020		А		30.205 ⁽⁵⁾		(6)	(6)	Common Stock	30.205	\$109.02	2,747.487	D	
Purchased Restricted Stock Units	(7)							04/01/2022	04/01/2022	Common Stock	4,353		4,353	D	
Purchased Restricted Stock Units	(7)							04/02/2021	04/02/2021	Common Stock	4,710		4,710	D	
Purchased Restricted Stock Units	(7)							04/03/2020	04/03/2020	Common Stock	5,186		5,186	D	

Explanation of Responses:

1. These shares represent the 50% portion of the reporting person's payout under the 2017-2019 Long Term Incentive Plan ("LTIP") cycle settled in shares of the issuer's common stock. The number of shares was determined based on the average closing market price of the issuer's common stock for the twenty trading days prior to January 2, 2017, the first stock trading day of the LTIP cycle.

2. Shares withheld to satisfy tax withholding obligations in connection with the receipt of shares under the LTIP.

3. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 19, 2019.

4. The Stock Equivalent Units ("Units") convert to Common Stock on a one-for-one basis.

5. Reflects Units received upon deferral of a portion of the reporting person's annual incentive plan into the Company's stock fund and the premium contributed by the Company on such Units. The Company premium, or 6.041 of the acquired Units, are subject to vesting based on employment through December 31, 2021.

6. The Units are payable in Common Stock upon earlier of termination of employment or January 1 following retirement.

7. The Purchased Restricted Stock Units ("PRSUs") convert to Common Stock on a one-for-one basis.

/s/ Nanci Prado, attorney in fact 03/18/2020

** 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).

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