| SEC Form 4 | |
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FORM 4

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

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

| OMB APPRC | DVAL |
|------------------------|-----------|
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(Instr. 4)

| 1. Name and Address of Reporting Person* O'Leary Richard | | | | er Name and Ticke ERNATIONA GRANCES I | L FLAV | <u>ORS &</u> | | ationship of Reportir k all applicable) Director Officer (give title below) | 10% 0 | Owner (specify |
|---|---------------------|----------------|--|--|-------------------|---|------------------------------------|---|------------------------------|--|
| (Last) 521 WEST 57T | (First) H STREET | (Middle) | 3. Date 03/29/ | of Earliest Transa /2018 | ction (Month/E | Day/Year) | | EVP & Chief I | | , |
| (Street) NEW YORK (City) | NY (State) | 10019 (Zip) | 4. If An | nendment, Date of | Original Filed | (Month/Day/Year) | 6. Indi ^r Line) X | vidual or Joint/Group Form filed by On Form filed by Mo Person | e Reporting Pers | son |
| (City) | (Siuc) | (219) | | | | | | | | |
| | | Table I - Nor | n-Derivative S | ecurities Acqu | uired, Disp | oosed of, or Benefi | cially | Owned | | |
| 1. Title of Security | r (Instr. 3) | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, | 3. Transaction | 4. Securities Acquired (A Disposed Of (D) (Instr. 3, | | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct | 7. Nature of Indirect Beneficial |

| Date | Execution Date, | Transaction | Disposed Of (D) (Instr. 3, 4 and | Securities | Form: Direct | of Indirect |
|------------------|------------------|---|---|--|---|--|
| (Month/Day/Year) | if any | Code (Instr. | 5) | Beneficially | (D) or Indirect | Beneficial |
| | (Month/Day/Year) | 8) | | Owned Following | (I) (Instr. 4) | Ownership |
| | | Date Execution Date, (Month/Day/Year) if any | Date Execution Date, Month/Day/Year) Execution Date, Code (Instr. | Date Execution Date, (Month/Day/Year) if any Code (Instr. 3, 4 and Code (Instr. 5) | Date (Month/Day/Year) if any Transaction Disposed Of (D) (Instr. 3, 4 and Beneficially Beneficially | Date (Month/Day/Year) Execution Date, if any Transaction Code (Instr. Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Form: Direct (D) or Indirect |

Amount

(A) or (D) (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Code v

(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) | | of | | 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) |
|---|---|--|---|------------------------------|---|-----|-----|--|--------------------|--|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Equivalent Unit | (1) | 03/29/2018 | 04/02/2018 | A | | 23 | | (2) | (2) | Common Stock | 23 | \$136.91 | 3,034 | D | |

Explanation of Responses:

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

2. Units under the Company's deferred compensation plan resulting from (a) deferral of compensation and Company match (in shares), (b) premium (in shares) to participants deferring compensation into Units and (c) dividends (in shares) on Units. 5 of the acquired Units are subject to vesting based on employment thorough December 31, 2019.

> Nanci Prado, attorney in fact Date

Reported

Price

Transaction(s)

04/02/2018

** Signature of Reporting Person

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.