EDELSON DAVID B
Form 4
December 13, 2018

(Print or Type Responses)


NEW YORK, NY 10065-8087
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)


Sr. Vice President \& CFO
6. Individual or Joint/Group Filing(Check

Applicable Line)
_X_Form filed by One Reporting Person __ Form filed by More than One Reporting Person

| (City) | (State) | 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. <br> Transacti Code (Instr. 8) <br> Code | 4. Securit <br> (A) or Dis <br> (Instr. 3, <br> Amount | ities Ac isposed 4 and <br> (A) or <br> (D) | cquired <br> of (D) <br> 5) <br> Price | 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) |
| Common Stock | 03/13/2018 |  | L (1) | 7.3 | A | $\begin{aligned} & \$ \\ & 51.32 \end{aligned}$ | 6,243.3 | D |  |
| Common Stock | 06/12/2018 |  | L (1) | 7.5 | A | $\begin{aligned} & \$ \\ & 50.01 \end{aligned}$ | 6,250.8 | D |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of
SEC 1474 information contained in this form are not
(9-02)
required to respond unless the form displays a currently valid OMB control number.

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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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> 5. Number <br> Transactionf <br> Code Derivative <br> (Instr. 8) Securities <br> Acquired <br> (A) or <br> Disposed of (D) <br> (Instr. 3, 4, and 5) |  | 6. Date Exercisable and Expiration Date (Month/Day/Year) |  | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  |  | ecur |  |  |
|  |  |  |  | Code V | (A) (D) |  |  | Date <br> Exercisable | Expiration <br> Date | Title | Amount or <br> Number of Shares |  |
| Restricted <br> Stock <br> Units | (2) | 12/11/2018 |  | A | $\begin{gathered} 14.1 \\ (3) \end{gathered}$ | (4) | (4) | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 14.1 | \$ |
| Restricted Stock Units | (2) | 12/11/2018 |  | A | $\begin{gathered} 21.5 \\ \underline{(5)} \end{gathered}$ | (6) | (6) | Common Stock | 21.5 | \$ |

## Reporting Owners

## Reporting Owner Name / Address

## Relationships

$$
\text { Director } 10 \% \text { Owner } \quad \text { Officer } \quad \text { Other }
$$

EDELSON DAVID B
667 MADISON AVENUE
NEW YORK, NY 10065-8087

## Sr. Vice President \& CFO

## Signatures

/s/ Glenn P. Zarin, by power of attorney for David B. Edelson
$12 / 13 / 2018$

Date

## Explanation of Responses:

* 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. $78 \mathrm{ff}(\mathrm{a})$.
(1) The Reporting Person's purchase of 7.3 and 7.5 shares of Common Stock reported herein resulted from an erroneous broker enrollment of the Reporting Person in an automatic dividend reinvestment program.
(2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.

Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on February 11, 2016 (the "2016 RSUs").
(4) These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2016 RSUs, subject to any election to defer delivery of shares made by the Reporting Person with respect to the 2016 RSUs. $50 \%$ of the 2016 RSUs vested on February 11, 2018 and the remaining $50 \%$ will vest on February 11, 2019. Shares of the Issuer's common stock will be delivered to the Reporting Person within 30 days after vesting subject to any election to defer delivery of the shares made by the

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Reporting Person.
(5) Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on February 13, 2017 (the " 2017 RSUs").

These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2017 RSUs, (6) subject to any election to defer delivery of shares made by the Reporting Person with respect to the 2017 RSUs. $50 \%$ of the 2017 RSUs vest on February 13, 2019 and $50 \%$ will vest on February 13, 2020. Shares of the Issuer's common stock will be delivered to the Reporting Person within 30 days after vesting subject to any election to defer delivery of the shares made by the Reporting Person.
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. 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 number.

