SEC Form 4

FORM 4

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

OMB APPROVAL

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

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 Addre	1 0	Person*		uer Name and Tick	0	ymbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
TISCH JON	AIHAN M		1		. – .		X	Director	10% C	Dwner			
(Last) 667 MADISON	(First)	(Middle)		e of Earliest Trans 3/2023	action (Month/I)ay/Year)	x	Officer (give title below) Co-Ch. of Bd/	below	,			
	AVENUE												
(Street)			4. lf Ai	mendment, Date o	f Original Filed	(Month/Day/Year)	6. Indiv Line)	idual or Joint/Group	Filing (Check A	pplicable			
NEW YORK	NY	10065-8087					X	Form filed by One	e Reporting Pers	on			
(City)	(State)	(Zip)	-					Form filed by Mor Person	re than One Rep	orting			
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1 Title of Security	(Inetr 3)	2 Tran	saction	24 Deemed	3	4 Securities Acquired (A)	or	5 Amount of	6 Ownershin	7. Nature of			

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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(11150.4)
Common Stock	01/03/2023		М		15,000	A	\$41.93	15,000	D	
Common Stock	01/03/2023		М		15,000	A	\$43.89	30,000	D	
Common Stock	01/03/2023		М		15,000	Α	\$44.44	45,000	D	
Common Stock	01/03/2023		М		15,000	Α	\$46.99	60,000	D	
Common Stock	01/03/2023		D		45,533	D	\$58.39	14,467	D	
Common Stock	01/03/2023		S		14,467	D	\$58.4(1)	0	D	
Common Stock								8,683,932	Ι	By Trusts

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)		of Deri Secu Acq (A) o Disp of (E	umber vative urities uired or oosed D) (Instr. 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 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 Appreciation Right	\$41.93	01/03/2023		М			15,000	(2)	01/08/2023	Common Stock	15,000	\$0 ⁽³⁾	0	D	
Stock Appreciation Right	\$43.89	01/03/2023		М			15,000	(2)	01/08/2023	Common Stock	15,000	\$0 ⁽³⁾	0	D	
Stock Appreciation Right	\$44.44	01/03/2023		М			15,000	(2)	01/08/2023	Common Stock	15,000	\$0 ⁽³⁾	0	D	
Stock Appreciation Right	\$46.99	01/03/2023		М			15,000	(2)	01/08/2023	Common Stock	15,000	\$0 ⁽³⁾	0	D	

Explanation of Responses:

1. Represents the weighted average price of multiple transactions with a range of prices between \$58.12 and \$59.04. The Reporting Person, upon request by the Commission Staff, the Issuer or a security holder of the Issuer, undertakes to provide further information regarding the number of securities at each separate price sold.

2. The Stock Appreciation Rights became exercisable in equal quarterly installments beginning on January 8, 2014.

3. The Reporting Person received the Derivative Security pursuant to a stock appreciation right grant at no cost.

Remarks:

/s/ Thomas H. Watson, by power of attorney for Jonathan 01/04/2023 M. Tisch

M. Tisch

** 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.