

FRANKLIN ELECTRIC CO INC  
Form 4  
August 18, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FERGUSON DIANA SUE

2. Issuer Name and Ticker or Trading Symbol  
FRANKLIN ELECTRIC CO INC  
[FELE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/25/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O SARA LEE CORP, 70 W  
MADISO ST

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHICAGO, IL 60602

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					3,620	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Transaction Code (Instr. 8)	5. Number of 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
Option	\$ 32.51					(1) 05/05/2014	Common Stock	8,000
Stock Units	(2)	05/25/2006		A	4	(2) (2)	Common Stock	4 (2)
Stock Units	(3)	08/17/2006		A	4	(3) (3)	Common Stock	4 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERGUSON DIANA SUE C/O SARA LEE CORP 70 W MADISO ST CHICAGO, IL 60602	X			

## Signatures

Michael K. Butchko, Power of Attorney for Diana S. Ferguson

08/18/2006

\_\_Signature of Reporting Person

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. 78ff(a).

(1) The options become exercisable in three equal installments of 1/3 each year, beginning on the first anniversary of the grant date.

Pursuant to terms of the Nonemployee Directors' Deferred Compensation Plan approved by the board of directors on February 11, 2000 and amended and restated on April 28, 2006, Ms. Ferguson elected to receive her 2004 and 2005 board of directors retainer in Franklin Electric Co., Inc. common stock, issuance of such shares deferred until she retires or otherwise leaves the board of directors (e.g. Stock Units). On May 25, 2006, Ms. Ferguson was credited with 4 Stock Units for dividends that would have been paid on such deferred shares. At distribution, Ms. Ferguson may elect pursuant to the terms of the Plan to receive her deferred compensation either in shares of Franklin common stock or in cash.

(3) Pursuant to terms of the Nonemployee Directors' Deferred Compensation Plan approved by the board of directors on February 11, 2000 and amended and restated on April 28, 2006, Ms. Ferguson elected to receive her 2004 and 2005 board of directors retainer in Franklin Electric Co., Inc. common stock, issuance of such shares deferred until she retires or otherwise leaves the board of directors (e.g. Stock

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Units). On August 17, 2006, Ms. Ferguson was credited with 4 Stock Units for dividends that would have been paid on such deferred shares. At distribution, Ms. Ferguson may elect pursuant to the terms of the Plan to receive her deferred compensation either in shares of Franklin common stock or in cash.

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. Management 1a. Election of Trustee: Jon E. Bortz Mgmt For For 1b. Election of Trustee: Cydney C. Donnell Mgmt For For 1c. Election of Trustee: Ron E. Jackson Mgmt For For 1d. Election of Trustee: Phillip M. Miller Mgmt For For 1e. Election of Trustee: Michael J. Schall Mgmt For For 1f. Election of Trustee: Earl E. Webb Mgmt For For 1g. Election of Trustee: Laura H. Wright Mgmt For For 2. Ratification of the appointment of KPMG LLP Mgmt For For to serve as our independent registered public accountants for the year ending December 31, 2018. 3. Approval, by advisory and non-binding vote, Mgmt For For of our named executive officers' compensation ("Say-On-Pay").

----- PHYSICIANS  
REALTY TRUST Agenda Number: 934736337

----- Security:  
71943U104 Meeting Type: Annual Meeting Date: 03-May-2018 Ticker: DOC ISIN: US71943U1043

----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1. DIRECTOR John T. Thomas Mgmt For For Tommy G. Thompson Mgmt For For Stanton D. Anderson Mgmt For For Mark A. Baumgartner Mgmt For For Albert C. Black, Jr. Mgmt For For William A. Ebinger MD Mgmt For For Pamela J. Kessler Mgmt For For Richard A. Weiss Mgmt For For 2. To ratify the appointment of Ernst & Young Mgmt For For LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. 3. To approve, on an advisory basis, the Mgmt For For compensation of the Company's named executive officers, as disclosed in the accompanying proxy statement.

----- PROLOGIS,  
INC. Agenda Number: 934748825

----- Security:  
74340W103 Meeting Type: Annual Meeting Date: 02-May-2018 Ticker: PLD ISIN: US74340W1036

----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1a. Election of Director: Hamid R. Moghadam Mgmt For For 1b. Election of Director: Cristina G. Bitá Mgmt For For 1c. Election of Director: George L. Fotiades Mgmt For For 1d. Election of Director: Lydia H. Kennard Mgmt For For 1e. Election of Director: J. Michael Losh Mgmt For For 1f. Election of Director: Irving F. Lyons III Mgmt For For 1g. Election of Director: David P. O'Connor Mgmt For For 1h. Election of Director: Olivier Piani Mgmt For For 1i. Election of Director: Jeffrey L. Skelton Mgmt For For 1j. Election of Director: Carl B. Webb Mgmt For For 1k. Election of Director: William D. Zollars Mgmt For For 2. Advisory Vote to Approve the Company's Mgmt For For Executive Compensation for 2017 3. Ratification of the Appointment of KPMG LLP Mgmt For For as the Company's Independent Registered Public Accounting Firm for the year 2018

----- Security:  
PUBLIC STORAGE Agenda Number: 934740487  
74460D109 Meeting Type: Annual Meeting Date: 25-Apr-2018 Ticker: PSA ISIN: US74460D1090

----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1A. Election of Trustee: Ronald L. Havner, Jr. Mgmt For For 1B. Election of Trustee: Tamara Hughes Mgmt For For Gustavson 1C. Election of Trustee: Uri P. Harkham Mgmt For For 1D. Election of Trustee: Leslie S. Heisz Mgmt For For 1E. Election of Trustee: B. Wayne Hughes, Jr. Mgmt For For 1F. Election of Trustee: Avedick B. Poladian Mgmt For For 1G. Election of Trustee: Gary E. Pruitt Mgmt For For 1H. Election of Trustee: Ronald P. Spogli Mgmt For For 1I. Election of Trustee: Daniel C. Staton Mgmt For For 2. Advisory vote to approve executive Mgmt For For compensation. 3. To approve an amendment to the Company's Mgmt For For Declaration of Trust to allow shareholders to amend the Company's bylaws. 4. Ratification of appointment of Ernst & Mgmt For For Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

----- QTS REALTY

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TRUST, INC. Agenda Number: 934750185

----- Security:  
74736A103 Meeting Type: Annual Meeting Date: 03-May-2018 Ticker: QTS ISIN: US74736A1034

----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1. DIRECTOR Chad L. Williams Mgmt For For John W. Barter Mgmt For For William O. Grabe Mgmt Withheld Against Catherine R. Kinney Mgmt For For Peter A. Marino Mgmt For For Scott D. Miller Mgmt For For Philip P. Trahanas Mgmt For For Stephen E. Westhead Mgmt For For 2. To approve, on a non-binding advisory Mgmt Against Against basis, the compensation paid to the Company's named executive officers. 3. To ratify the appointment of Ernst & Young Mgmt For For LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

----- REGENCY  
CENTERS CORPORATION Agenda Number: 934743231

----- Security:  
758849103 Meeting Type: Annual Meeting Date: 26-Apr-2018 Ticker: REG ISIN: US7588491032

----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1a. Election of Director: Martin E. Stein, Jr. Mgmt For For 1b. Election of Director: Joseph F. Azrack Mgmt For For 1c. Election of Director: Bryce Blair Mgmt For For 1d. Election of Director: C. Ronald Blankenship Mgmt For For 1e. Election of Director: Deirdre J. Evens Mgmt For For 1f. Election of Director: Mary Lou Fiala Mgmt For For 1g. Election of Director: Peter D. Linneman Mgmt For For 1h. Election of Director: David P. O'Connor Mgmt For For 1i. Election of Director: Lisa Palmer Mgmt For For 1j. Election of Director: John C. Schweitzer Mgmt For For 1k. Election of Director: Thomas G. Wattles Mgmt For For 2. Adoption of an advisory resolution Mgmt For For approving executive compensation for fiscal year 2017. 3. Ratification of appointment of KPMG LLP as Mgmt For For the Company's independent accountants for the year ending December 31, 2018.

----- RLJ LODGING  
TRUST Agenda Number: 934805930

----- Security:  
74965L101 Meeting Type: Annual Meeting Date: 24-May-2018 Ticker: RLJ ISIN: US74965L1017

----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1. DIRECTOR Robert L. Johnson Mgmt For For Leslie D. Hale Mgmt For For Evan Bayh Mgmt For For Arthur Collins Mgmt For For Nathaniel A. Davis Mgmt For For Patricia L. Gibson Mgmt For For Robert M. La Forgia Mgmt For For Robert J. McCarthy Mgmt For For Glenda G. McNeal Mgmt For For 2. To ratify the appointment of Mgmt For For PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018. 3. To approve (on a non-binding basis) the Mgmt For For compensation of our named executive officers. 4. To recommend (on a non-binding basis) the Mgmt 1 Year For frequency of the advisory vote related to the compensation of our named executive officers.

----- SABRA  
HEALTH CARE REIT, INC. Agenda Number: 934816010

----- Security:  
78573L106 Meeting Type: Annual Meeting Date: 21-Jun-2018 Ticker: SBRA ISIN: US78573L1061

----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1a. Election of Director: Craig A. Barbarosh Mgmt For For 1b. Election of Director: Robert A. Ettl Mgmt For For 1c. Election of Director: Michael J. Foster Mgmt For For 1d. Election of Director: Ronald G. Geary Mgmt For For 1e. Election of Director: Raymond J. Lewis Mgmt For For 1f. Election of Director: Jeffrey A. Malehorn Mgmt For For 1g. Election of Director: Richard K. Matros Mgmt For For 1h. Election of Director: Milton J. Walters Mgmt For For 2. Ratification of the appointment of Mgmt For For PricewaterhouseCoopers LLP as Sabra's independent registered public accounting firm for the fiscal year ending December 31, 2018. 3. Approval, on an advisory basis, of the Mgmt For For compensation of Sabra's named executive officers.

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SIMON PROPERTY GROUP, INC. Agenda Number: 934758357

Explanation of Responses:

----- Security:  
828806109 Meeting Type: Annual Meeting Date: 08-May-2018 Ticker: SPG ISIN: US8288061091  
----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1a. Election of Director: Glyn F. Aepfel Mgmt For For 1b. Election of Director: Larry C. Glasscock Mgmt For For 1c. Election of Director: Karen N. Horn, Ph.D. Mgmt For For 1d. Election of Director: Allan Hubbard Mgmt For For 1e. Election of Director: Reuben S. Leibowitz Mgmt For For 1f. Election of Director: Gary M. Rodkin Mgmt For For 1g. Election of Director: Stefan M. Selig Mgmt For For 1h. Election of Director: Daniel C. Smith, Mgmt For For Ph.D. 1i. Election of Director: J. Albert Smith, Jr. Mgmt For For 1j. Election of Director: Marta R. Stewart Mgmt For For 2. An advisory vote to approve the Mgmt For For compensation of our Named Executive Officers. 3. Ratification of Ernst & Young LLP as our Mgmt For For independent registered public accounting firm for 2018. 4. A shareholder proposal that any future Shr Against For employment agreement with our CEO does not provide any termination benefits following a change in control.  
----- SL GREEN  
REALTY CORP. Agenda Number: 934825780

----- Security:  
78440X101 Meeting Type: Annual Meeting Date: 31-May-2018 Ticker: SLG ISIN: US78440X1019  
----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1a. Election of Director: John H. Alschuler Mgmt For For 1b. Election of Director: Lauren B. Dillard Mgmt For For 1c. Election of Director: Stephen L. Green Mgmt For For 2. To approve, on a non-binding advisory Mgmt For For basis, our executive compensation. 3. To ratify the appointment of Ernst & Young Mgmt For For LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

----- STARWOOD  
WAYPOINT HOMES Agenda Number: 934691418

----- Security:  
85572F105 Meeting Type: Special Meeting Date: 14-Nov-2017 Ticker: SFR ISIN: US85572F1057  
----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1. A PROPOSAL TO APPROVE THE MERGER OF Mgmt For For STARWOOD WAYPOINT HOMES ("SFR") WITH AND INTO IH MERGER SUB, LLC ("MERGER SUB") WITH MERGER SUB CONTINUING AS THE SURVIVING ENTITY PURSUANT TO THAT CERTAIN AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 9, 2017 (THE "MERGER AGREEMENT"), BY AND AMONG SFR, ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). 2. A NON-BINDING ADVISORY PROPOSAL TO APPROVE Mgmt For For COMPENSATION ARRANGEMENTS FOR CERTAIN SFR EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER AGREEMENT AND THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT (THE "COMPENSATION PROPOSAL") 3. A PROPOSAL TO APPROVE THE ADJOURNMENT OF Mgmt For For THE SFR SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, FOR THE PURPOSE OF SOLICITING ADDITIONAL VOTES FOR THE APPROVAL OF THE REIT MERGER PROPOSAL (THE "ADJOURNMENT PROPOSAL").

----- SUN  
COMMUNITIES, INC. Agenda Number: 934759878

----- Security:  
866674104 Meeting Type: Annual Meeting Date: 17-May-2018 Ticker: SUI ISIN: US8666741041  
----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1A. Election of Director: Gary A. Shiffman Mgmt For For 1B. Election of Director: Meghan G. Baivier Mgmt For For 1C. Election of Director: Stephanie W. Bergeron Mgmt For For 1D. Election of Director: Brian M. Hermelin Mgmt For For 1E. Election of Director: Ronald A. Klein Mgmt For For 1F. Election of Director: Clunet R. Lewis Mgmt For For 1G. Election of Director: Arthur A. Weiss Mgmt For For 2. Ratify the selection of Grant Thornton LLP Mgmt For For as our independent registered public accounting firm for the fiscal year ending December 31, 2018. 3. To approve, by non-binding vote, executive Mgmt For For compensation. 4. To approve the First Amendment to Sun Mgmt For For Communities, Inc. First Amended and Restated 2004 Non-Employee Director Option Plan to increase the number of shares authorized under the plan.

----- SUNSTONE  
HOTEL INVESTORS, INC. Agenda Number: 934756036  
----- Security:  
867892101 Meeting Type: Annual Meeting Date: 03-May-2018 Ticker: SHO ISIN: US8678921011  
----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1.1 Election of Director: John V. Arabia Mgmt For For 1.2  
Election of Director: W. Blake Baird Mgmt For For 1.3 Election of Director: Andrew Batinovich Mgmt For For 1.4  
Election of Director: Z. Jamie Behar Mgmt For For 1.5 Election of Director: Thomas A. Lewis, Jr. Mgmt For For 1.6  
Election of Director: Murray J. McCabe Mgmt For For 1.7 Election of Director: Douglas M. Pasquale Mgmt For For  
1.8 Election of Director: Keith P. Russell Mgmt For For 2. Ratification of the Audit Committee's Mgmt For For  
appointment of Ernst & Young LLP to act as the independent registered public accounting firm for the fiscal year  
ending December 31, 2018. 3. Advisory vote to approve the compensation Mgmt For For of Sunstone's named  
executive officers, as set forth in Sunstone's Proxy Statement for the 2018 Annual Meeting of Stockholders.  
----- UDR, INC.  
Agenda Number: 934762281  
----- Security:  
902653104 Meeting Type: Annual Meeting Date: 24-May-2018 Ticker: UDR ISIN: US9026531049  
----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1a. Election of Director: Katherine A. Mgmt For For  
Cattanach 1b. Election of Director: Robert P. Freeman Mgmt For For 1c. Election of Director: Jon A. Grove Mgmt  
For For 1d. Election of Director: Mary Ann King Mgmt For For 1e. Election of Director: James D. Klingbeil Mgmt  
For For 1f. Election of Director: Clint D. McDonnough Mgmt For For 1g. Election of Director: Robert A. McNamara  
Mgmt For For 1h. Election of Director: Mark R. Patterson Mgmt For For 1i. Election of Director: Lynne B. Sagalyn  
Mgmt For For 1j. Election of Director: Thomas W. Toomey Mgmt For For 2. To ratify the appointment of Ernst &  
Young Mgmt For For LLP to serve as independent registered public accounting firm for the year ending December  
31, 2018. 3. Advisory vote to approve named executive Mgmt For For officer compensation. 4. To approve an  
amendment to the Charter to Mgmt For For remove a restriction on stockholders' ability to amend the bylaws.  
----- VORNADO  
REALTY TRUST Agenda Number: 934766897  
----- Security:  
929042109 Meeting Type: Annual Meeting Date: 17-May-2018 Ticker: VNO ISIN: US9290421091  
----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1. DIRECTOR Steven Roth Mgmt For For Michael D.  
Fascitelli Mgmt For For Michael Lynne Mgmt For For David M. Mandelbaum Mgmt For For Mandakini Puri Mgmt  
For For Daniel R. Tisch Mgmt For For Russell B. Wight, Jr. Mgmt For For 2. RATIFICATION OF THE  
APPOINTMENT OF DELOITTE Mgmt For For & TOUCHE LLP AS THE COMPANY'S INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR. 3. APPROVAL OF AN  
AMENDMENT TO THE COMPANY'S Mgmt For For DECLARATION OF TRUST TO PERMIT  
SHAREHOLDERS TO VOTE ON AMENDMENTS TO THE COMPANY'S BYLAWS TO THE EXTENT  
PROVIDED IN THE BYLAWS AND CONFIRM THE POWER OF SHAREHOLDERS TO VOTE ON CERTAIN  
ADDITIONAL MATTERS. 4. NON-BINDING, ADVISORY VOTE TO APPROVE Mgmt For For EXECUTIVE  
COMPENSATION.  
----- WEINGARTEN  
REALTY INVESTORS Agenda Number: 934741100  
----- Security:  
948741103 Meeting Type: Annual Meeting Date: 24-Apr-2018 Ticker: WRI ISIN: US9487411038  
----- Prop.# Proposal  
Proposal Proposal Vote For/Against Type Management 1a. Election of Director: Andrew M. Alexander Mgmt For For  
1b. Election of Director: Stanford Alexander Mgmt For For 1c. Election of Director: Shelaghmichael Brown Mgmt  
For For 1d. Election of Director: James W. Crownover Mgmt For For 1e. Election of Director: Stephen A. Lasher  
Mgmt For For 1f. Election of Director: Thomas L. Ryan Mgmt For For 1g. Election of Director: Douglas W.

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Schnitzer Mgmt For For 1h. Election of Director: C. Park Shaper Mgmt For For 1i. Election of Director: Marc J. Shapiro Mgmt For For 2. Adoption of the First Amendment to the Mgmt For For Weingarten Realty Investors Amended and Restated 2010 Long-Term Incentive Plan. 3. Ratification of the appointment of Deloitte Mgmt For For & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018. 4. To approve, by non-binding vote, executive Mgmt For For compensation. \* Management position unknown  
SIGNATURES Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. (Registrant) Cohen & Steers Quality Income Realty Fund, Inc. By (Signature) /s/ Dana DeVivo Name Dana DeVivo Title Assistant Secretary Date 07/25/2018