

OPPENHEIMER HOLDINGS INC
Form 4
January 25, 2016

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 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 *
LOWENTHAL ALBERT G

2. Issuer Name and Ticker or Trading Symbol
OPPENHEIMER HOLDINGS INC
[OPY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
188 MAMARONECK RD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2016

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

SCARSDALE, NY 10583

(City) (State) (Zip)

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

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A non-voting common stock | 01/22/2016 | | J | | 105,470 | A | 11 | 3,022,694 | I | Phase II Financial LP (2) |
| Class B voting common stock | | | | | | | | 96,073 | I | Phase II Financial Inc. (3) |
| Class A non-voting common stock | | | | | | | | 13,085.159 | I | Held in the Oppenheimer & Co. Inc. 401K Plan |

Class A non-voting common stock 1,366 D

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

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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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Restricted Class A non-voting common stock | (1) | 01/22/2016 | | A | 105,470 | (1) (1) | Class A non-voting common stock 105,470 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LOWENTHAL ALBERT G 188 MAMARONECK RD SCARSDALE, NY 10583 | X | X | CEO | |

Signatures

A. G. Lowenthal 01/25/2016

**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 transaction describes the vesting of 105,470 shares of Restricted Class A non-voting common stock which were awarded on January 23, 2013.

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- (2) Phase II Financial LP is a NY partnership of which Mr. Lowenthal is sole general partner.
- (3) Phase II Financial Inc. is a Delaware corporation controlled by Mr. Lowenthal who is its president.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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