Johnson Craig R Form 4 December 24, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad Johnson Crai		ting Person *	2. Issuer Name and Ticker or Trading Symbol IMP Group Inc. [IMP]	5. Relationship of Reporting Person(s) to Issuer		
			JMP Group Inc. [JMP]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
600 MONTGOMERY			12/24/2008	X Officer (give title Other (specify		
STREET, SUITE 1100			below) below)			
STREET, SCITE 1100				President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
SAN FRANCISCO, CA 94111				Form filed by More than One Reporting Person		
(City)	(Stata)	(7in)				

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 (1)	12/22/2008		M	79,861	A	\$ 0	89,861	D	
Common Stock (2)	12/22/2008		F	28,550	D	\$ 4.88	61,311	D	
Common Stock							836,782	I	By Trust

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable	le and Expiration	7. Title and A	Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Date		Underlying S	Secui
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
				(Instr. 3, 4,					
					and 5)				
									An
								·	or
						Date Exercisable	Expiration Date	Title	Nu
				Code V	(A) (D)				of S
Restricted	Φ Ω (4)	12/22/2000		3.6	70.061	10/00/0000(5)	10/00/0000(5)	Common	70
Stock Unit	\$ 0 (4)	12/22/2008		M	79,861	12/22/2008(5)	12/22/2008(3)	Stock	79

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Johnson Craig R 600 MONTGOMERY STREET SUITE 1100 SAN FRANCISCO, CA 94111	X		President				

Signatures

Janet Tarkoff on behalf of Craig R.

Johnson

12/24/2008

**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) Acquisition of common stock resulting from vesting and delivery of 100% of the restricted stock units granted on 01/16/2008.
- (2) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting and delivery of 100% of the restricted stock units granted on 1/16/2008.
- (3) Held by the Johnson Revocable Trust, UAD 07/02/97.
- (4) Each unit represents a right to receive one share of common stock or an amount equal to the fair market value of one share of common stock on the applicable vesting date.
- (5) As of 12/22/2008, the Compensation Committee of the Board of Directors accelerated vesting of 100% of the RSUs granted on 1/16/08.

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.

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