JMP Group Inc. Form 4 January 09, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

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obligations

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

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

1(b).

(Print or Type Responses)

1. Name and Ad Lehmann Ma	*	orting Person *	2. Issuer Name and Ticker or Trading Symbol JMP Group Inc. [JMP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
600 MONTGOMERY STREET, SUITE 1100			(Month/Day/Year) 12/31/2013	Director 10% Owner Officer (give title Other (specify below) President, JMP Securities			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
SAN FRANCISCO, CA 94111				Form filed by More than One Reporting Person			

SAN FRANCISCO, CA 94111

(Ctota)

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, 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)	Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock			Code V	Amount	(D)	Price	445,301	I	By Trust
Common Stock	12/31/2013		M	10,016 (2)	A	\$0	221,960	D	
Common Stock	12/31/2013		F	4,395 (5)	D	\$ 7.4	217,565	D	

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 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of Securities 4)	8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0	12/31/2013		M	10,016 (3)	<u>(4)</u>	<u>(4)</u>	Common Stock	10,016	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Lehmann Mark L 600 MONTGOMERY STREET, SUITE 1100 SAN FRANCISCO, CA 94111

President, JMP Securities

Sec (In

Signatures

Scott Solomon on behalf of Mark L. Lehmann

01/09/2014

**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) Held by the Lehmann Trust dtd 3/4/2009.
- (2) Acquisition of common stock resulting from the vesting of deferred restricted stock units on December 31, 2013.
- (3) Reflects the vesting of 50% of the deferred restricted stock units granted on February 11, 2013.
- (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) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of the deferred restricted stock units described above.

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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