

OPPENHEIMER HOLDINGS INC

Form 4

January 25, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A non-voting common stock	01/22/2016		J		105,470	A	<u>(1)</u>	3,022,694	I	Phase II Financial LP <u>(2)</u>
Class B voting common stock								96,073	I	Phase II Financial Inc. <u>(3)</u>
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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SEC 1474  
(9-02)

**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	<u>(1)</u>	01/22/2016		A		105,470		<u>(1)</u>	<u>(1)</u>	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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