

Washington Prime Group Inc.
Form 4
January 20, 2015

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 *
GLIMCHER MICHAEL P

2. Issuer Name and Ticker or Trading Symbol
**Washington Prime Group Inc.
[WPG]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
180 EAST BROAD STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2015

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

COLUMBUS, OH 43215

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, \$.0001 par value	01/15/2015		A ⁽¹⁾		782,847 ⁽²⁾	A	⁽³⁾ 782,847	D
Common Stock, \$.0001 par value	01/15/2015		A ⁽¹⁾		99	A	⁽⁴⁾ 99	I By Spouse

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

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SEC 1474 (9-02)

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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 Number Shares
Stock Option (Right to Buy)	\$ 32.75	01/15/2015		A ⁽¹⁾	58,798	⁽⁵⁾	03/08/2015	Common Stock	58,798
Stock Option (Right to Buy)	\$ 32.17	01/15/2015		A ⁽¹⁾	58,798	⁽⁷⁾	05/04/2016	Common Stock	58,798
Partnership Units of WPG, L.P. (the "Units")	⁽⁸⁾	01/15/2015		A ⁽¹⁾	193,110	⁽⁸⁾	⁽⁸⁾	Common Stock	193,110

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLIMCHER MICHAEL P 180 EAST BROAD STREET COLUMBUS, OH 43215	X		Vice Chairman and CEO	

Signatures

/s/ Robert P. Demchak
Date: 01/20/2015

**Signature of Reporting Person

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)

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Acquisition of securities in connection with the Agreement and Plan of Merger, dated September 16, 2014 (the "Merger Agreement"), pursuant to which Glimcher Realty Trust ("Glimcher") merged with and into WPG Subsidiary Holdings I, LLC, an indirect subsidiary of the Issuer (the "Merger").

- (2) Includes 702,233 restricted share awards.

Upon consummation of the Merger, each common share of beneficial interest of Glimcher held by the Reporting Person at the effective time of the Merger was converted into 0.1989 shares of Issuer common stock plus \$10.40 in cash. Each Glimcher restricted share held by the Reporting Person at the effective time of the Merger was converted into an award of a number of restricted common shares of the Issuer equal to the number of Glimcher restricted shares held multiplied by the sum of (x) 0.1989 of a share of common stock of the Issuer and (y) the quotient of (A) \$10.40 divided by (B) the volume weighted average closing price of Issuer common stock on the New York Stock Exchange ("NYSE") on the last ten trading days immediately prior to the Merger.

- (4) Upon consummation of the Merger, each Glimcher common share of beneficial interest held at the effective time of the Merger was converted into 0.1989 shares of Issuer common stock plus \$10.40 in cash.
- (5) The option vested in three equal annual installments commencing on March 9, 2006.
- (6) Upon consummation of the Merger, each outstanding stock option of Glimcher was converted into 0.784 of an option of the Issuer.
- (7) The option vested in three equal annual installments commencing on May 5, 2007.

At the Reporting Person's option, these Units are redeemable at any time for, at the option of the Issuer, as the general partner of Washington Prime Group, L.P. ("WPG LP"), (a) cash or (b) the Issuer's common stock on a one-for-one basis. The price of a Unit is equal to its fair market value which, for purposes of redemption, is the average closing price on the NYSE of the Issuer's common stock as determined over a five consecutive trading day period commencing on the trading date immediately preceding the date on which the Unit holder submits an exercise notice to the Issuer for redemption of the Units.

- (8) Upon consummation of the Merger, the outstanding limited partnership units of Glimcher Properties LP converted into 0.7431 of a limited partnership unit of WPG LP.

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.