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OPPENHEIMER HOLDINGS INC

Form 4

January 31, 2014

FORM 4

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

OMB

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5

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

burden hours per response... 0.5

See Instruction

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

1(b).

stock

(Print or Type Responses)

| 1. Name and Address of Reporting Person * ALFANO JEFFREY J | | | 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) (| , , , | 3. Date of Earliest Transaction | | | Director X Officer (gi | 109 | | |
| 85 BROAD STREET | | | (Month/Day/Year) 01/29/2014 | | | below) | below) CFO | | |
| | (Street) | 4 | 4. If Amen | dment, Da | te Original | 6. Individual or Joint/Group Filing(Check | | | |
| Fil | | | | Filed(Month/Day/Year) | | | Applicable Line) _X_ Form filed by One Reporting Person | | |
| NEW YOR | | | | | Form filed by Person | More than One R | eporting | | |
| (City) | (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
| 1.Title of | 2. Transaction Dat | e 2A. Deeme | ed | 3. | 4. Securities | 5. Amount of | 6. Ownership | 7. Nature of | |
| Security (Month/Day/Year) Execution | | Execution 1 | * | | Securities | Form: Direct | Indirect | | |
| (Instr. 3) | | any | | Code | Disposed of (D) | Beneficially | (D) or | Beneficial | |
| | | (Month/Da | ay/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | Indirect (I) | Ownership | |

| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any (Month/Day/Y | | 3. Transaction Code (Instr. 8) | 4. Securion onAcquirect Disposed (Instr. 3, | l (A) or l of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|--|---|--|----------------------|--|--|---|
| | | | Code V | Amount | (D) Price | (Instr. 3 and 4) | | |
| Class A non voting common stock | | | | | | 32,759 | D | |
| Class B voting common | | | | | | 60 | D | |

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (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) | ate, if Transaction Derivative Expirate Code Securities (Month | | e Expiration I (Month/Day | 5. 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 or Number of Shares | |
| Resticted Class A non voting common stock | <u>(1)</u> | 01/29/2014 | J | 2,200 | <u>(1)</u> | <u>(1)</u> | Class A non voting common stock | 2,200 | <u>(I</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--------------------------------|---------------|-------------|---------|------|--|
| | Director | 100% Oxynor | Officer | Otho | |

ALFANO JEFFREY J 85 BROAD STREET NEW YORK, NY 10004

CFO

Signatures

J.J. Alfano 01/31/2014

**Signature of 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 award on 1/29/14 of Restricted Class A non voting common stock vesting on 1/28/19, subject to the awardee being continuously employed by the company until such date.

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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