

OPPENHEIMER HOLDINGS INC

Form 4

February 01, 2011

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
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(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)

01/27/2011

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chairman and CEO

SCARSDALE, NY 10583

(City) (State) (Zip)

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

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)
Class A non voting common stock	01/29/2011		J ⁽¹⁾	15,836 ⁽¹⁾	A \$ 0 2,830,168	I	Phase II Financial LP ⁽²⁾
Class B voting common stock					96,073	I	Phase II Financial Inc. ⁽³⁾

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

**Persons who respond to the collection of
information contained in this form are not**

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 or Number of Shares
Restricted Class A non voting common stock	\$ 0 ⁽⁴⁾	01/27/2011		J ⁽⁴⁾	40,000	01/26/2016 01/26/2016	Class A non voting common stock 40,000
Restricted Class A non voting common stock	\$ 0 ⁽¹⁾	01/29/2011		J ⁽¹⁾	15,836 ⁽¹⁾	01/29/2011 01/29/2011	Class A non voting common stock 15,836

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOWENTHAL ALBERT G 188 MAMARONECK RD SCARSDALE, NY 10583	X	X	Chairman and CEO	

Signatures

Albert G.
Lowenthal 02/01/2011

 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 25,000 Restricted Class A non voting shares which were awarded on 1/29/2008. 15836 Class A non voting shares were converted and 9164 shares were forfeited.

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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. Mr. Lowenthal is its president.
- (4) The transaction is a stock award granted under the Oppenheimer Holdings Inc. 2006 Equity Incentive Plan on 1/27/2011 for 40000 shares of Class A non voting common stock with vesting on the fifth anniversary of grant.

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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