Washington Prime Group Inc.
Form 4
January 20, 2015

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Indest Melissa A.

(Last) (First) (Middle)

180 EAST BROAD STREET

(Street)

COLUMBUS, OH 43215

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CAO and SVP, Finance

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $.0001 par value	01/15/2015		A (1)		26,445 (2)	A	(3)	26,445	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)		8. P… Der… Sec… (Ins…
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 32.75	01/15/2015		A (1)			3,919	(4)	03/08/2015	Common Stock	3,919	
Stock Option (Right to Buy)	$ 32.17	01/15/2015		A (1)			3,919	(6)	05/04/2016	Common Stock	3,919	
Stock Option (Right to Buy)	$ 34.8	01/15/2015		A (1)			3,919	(7)	03/07/2017	Common Stock	3,919	
Stock Option (Right to Buy)	$ 13.96	01/15/2015		A (1)			3,919	(8)	03/13/2018	Common Stock	3,919	
Stock Option (Right to Buy)	$ 5.76	01/15/2015		A (1)			2,613	(9)	03/04/2020	Common Stock	2,613	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Indest Melissa A. 180 EAST BROAD STREET COLUMBUS, OH 43215			CAO and SVP, Finance	

Signatures

/s/ Robert P. Demchak	01/20/2015
**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) 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 20,394 restricted share awards.

(3) 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) The option vested in three equal annual installments commencing on March 9, 2006.

(5) Upon consummation of the Merger, each outstanding stock option of Glimcher was converted into 0.784 of an option of the Issuer.

(6) The option vested in three equal annual installments commencing on May 5, 2007.

(7) The option vested in three equal annual installments commencing on March 8, 2008.

(8) The option vested in three equal annual installments commencing on March 14, 2009.

(9) The option vested in three equal annual installments commencing on March 5, 2011.

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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