

PALLADINO WAYNE
Form 4
March 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
PALLADINO WAYNE

2. Issuer Name and Ticker or Trading Symbol
Pzena Investment Management, Inc.
[PZN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

(Last) (First) (Middle)
C/O PZENA INVESTMENT
MANAGEMENT, 120 WEST 45TH
STREET 34TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2009

(Street)

NEW YORK, NY 10036

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 common stock, par value \$0.01	03/03/2009		J ⁽¹⁾⁽²⁾		41,866	A	⁽¹⁾ / ₍₂₎ 41,866	D
Class B common stock, par value \$0.000001	03/03/2009		J ⁽¹⁾⁽²⁾⁽³⁾		41,866	D	⁽¹⁾ / ₍₂₎ / ₍₃₎ 237,244	D

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

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(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Units ⁽⁴⁾	<u>(1)</u> <u>(2)</u>	03/03/2009		J ⁽¹⁾⁽²⁾	41,866	<u>(4)</u>	<u>(4)</u>	Class A common stock, par value \$0.01	41,866

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PALLADINO WAYNE
C/O PZENA INVESTMENT MANAGEMENT
120 WEST 45TH STREET 34TH FLOOR
NEW YORK, NY 10036

Chief Financial Officer

Signatures

/s/ Joan F. Berger, as attorney-in-fact for Wayne Palladino

03/05/2009

__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).
On February 17, 2009, the SEC declared effective the Issuer's registration statement on Form S-3, in which the Issuer registered
- (1) 57,937,910 shares of its Class A common stock, issuable upon the exchange of an equivalent number of Class B units of its operating company, Pzena Investment Management, LLC ("Pzena LLC").
 - (2) On March 3, 2009 (the "Exchange Date"), the Reporting Person exchanged 41,866 Class B units of Pzena LLC for an equivalent number of the Issuer's Class A common stock. At this time, the Reporting Person does not intend to sell any of the subject Class A common stock.

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- (3) Each Class B unit of Pzena LLC is paired with a share of the Issuer's Class B common stock. Whenever a Class B unit is exchanged for a share of Class A common stock, a share of Class B common stock is forfeited.

Represents units of Pzena LLC that were reclassified as "Class B Units" of Pzena LLC on a one-for-one basis in connection with the amendment and restatement of Pzena LLC's operating agreement as of October 30, 2007 ("the Amended Pzena LLC Agreement"), among

(4) the Issuer, as the Managing Member of Pzena LLC and the holder of certain units of Pzena LLC, and the holders of such reclassified units of Pzena LLC. Pursuant to the Amended Pzena LLC Agreement, each Class B Unit is exchangeable for a share of Class A common stock of the Issuer, subject to the timing and volume limitations set forth in the Amended Pzena LLC Agreement.

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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