

OPPENHEIMER HOLDINGS INC
Form 4
February 01, 2011

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 *
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 Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
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.

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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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