

LOWENTHAL ALBERT G
Form 4
December 29, 2017

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)
12/28/2017

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

SCARSDALE, NY 10583

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 Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A non-voting common stock	12/28/2017		J	15,347	A	①	3,156,540	I	Phase II Financial LP ②
Class A non-voting common stock	12/28/2017		J	6,781	A	③	3,163,321	I	Phase II Financial LP ②

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

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Class A non-voting common stock	<u>(1)</u>	12/28/2017		J	31,690	<u>(1)</u> <u>(1)</u>	Class A non-voting common stock	15,347
Restricted Class A non-voting common stock	<u>(3)</u>	12/28/2017		J	13,795	<u>(3)</u> <u>(3)</u>	Class A non-voting common stock	6,781

Reporting Owners

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

Signatures

/s/ A.G.
Lowenthal

12/29/2017

**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).

The transaction describes the vesting of 31,690 shares of Restricted Class A non-voting common stock which were awarded on January (1) 29, 2015 and vested on accelerated basis from January 28, 2018 to December 28th, 2017 of which 15,347 Class A non-voting common shares were converted and 16,343 shares were forfeited.

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- (2) Phase II Financial LP is a NY partnership of which Mr. Lowenthal is sole general partner.

The transaction describes the vesting of 13,795 shares of Restricted Class A non-voting common stock which were awarded on February

- (3) 26, 2015 and vested on accelerated basis from February 25, 2018 to December 28th, 2017 of which 6,781 Class A non-voting common shares were converted and 7,014 shares were forfeited.

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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