

Paramount Group, Inc.
Form 4
November 26, 2014

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 *
Behler Albert P.

(Last) (First) (Middle)

C/O PARAMOUNT GROUP,
INC., 1633 BROADWAY, SUITE
1801

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Paramount Group, Inc. [PGRE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO and President

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			
Common Stock	11/24/2014		J ⁽¹⁾	111,812 A	111,812	D	

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)

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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 of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Partnership Units ⁽²⁾	<u>(2)</u>	11/24/2014		J ⁽³⁾		1,610,594	01/24/2016 <u>(2)</u>	Common Stock	1,610
Partnership Units ⁽²⁾	<u>(2)</u>	11/24/2014		J ⁽⁴⁾		209,697	01/24/2016 <u>(2)</u>	Common Stock	209,697
Partnership Units ⁽²⁾	<u>(2)</u>	11/24/2014		J ⁽⁴⁾		191,548	01/24/2016 <u>(2)</u>	Common Stock	191,548
LTIP Units ⁽⁵⁾	<u>(6)</u>	11/24/2014		A		2,628,572	<u>(6)</u> <u>(6)</u>	Common Stock	2,628,572
LTIP Units ⁽⁷⁾	<u>(6)</u>	11/24/2014		A		285,714	<u>(6)</u> ⁽⁷⁾ <u>(6)</u>	Common Stock	285,714

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Behler Albert P. C/O PARAMOUNT GROUP, INC. 1633 BROADWAY, SUITE 1801 NEW YORK, NY 10019	X		Chairman, CEO and President	

Signatures

/s/ Gage Johnson as attorney-in-fact for Albert Behler
 11/26/2014
 **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) Shares of common stock of Paramount Group, Inc. (the "Issuer") issued in connection with a contribution agreement, pursuant to which the reporting person contributed interests in certain entities that comprised a portion of the Issuer's predecessor to the Issuer.
 Represents common units of limited partnership interest ("OP Units") in Paramount Group Operating Partnership LP (the "Operating Partnership"). Each OP Unit is redeemable, beginning January 24, 2016, for cash equal to the then fair market value of one share of the Issuer's common stock, except that the Issuer may, at its election, acquire each OP Unit so presented for one share of common stock. These redemption rights have no expiration date.
- (2) OP Units issued in connection with a contribution agreement, pursuant to which the reporting person contributed interests in certain entities that comprised a portion of the Issuer's predecessor to the Operating Partnership.
- (3) OP Units issued in connection with a contribution agreement, pursuant to which the reporting person contributed interests in certain entities that comprised a portion of the Issuer's predecessor to the Operating Partnership.
- (4)

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OP Units distributed, on a pro-rata basis, to a limited liability company wholly owned by the reporting person from a private equity real estate fund controlled by the Issuer's predecessor. The OP Units were issued to the private equity real estate fund in exchange for assets as part of the Issuer's formation transactions.

- (5) LTIP Units issued as one-time founders' grants in connection with the Issuer's initial public offering. These LTIP Units were vested as of the date of issuance.

Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested LTIP Unit may be converted, at the election of the holder, into an OP Unit. Each OP Unit acquired upon conversion of a vested LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of one share of the Issuer's common stock, except that the Issuer may, at its election, acquire each OP Unit so presented for one share of common stock. LTIP Units are generally not convertible without the consent of the Issuer until two years from the date of the grant. The rights to convert vested LTIP Units into OP Units and redeem OP Units do not have expiration dates.

- (6) LTIP Units issued pursuant to the Issuer's 2014 Equity Incentive Plan in connection with the Issuer's initial public offering. The LTIP Units vest in five equal installments on each of November 24, 2015, 2016, 2017, 2018 and 2019, subject to continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.