

Lowenthal Robert S
 Form 4
 February 01, 2019

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 Robert S

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/28/2019

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

C/O OPPENHEIMER HOLDINGS INC., 85 BROAD STREET

(Street)

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

NEW YORK, NY 10004

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A non-voting common stock	01/28/2019		J	2,482 A	Ⓣ	38,630	D
Class A non-voting common stock						174,000	I Beneficiary R.S. Lowenthal Trust
Class A non-voting common stock						150,000	I Beneficiary A.R. Lowenthal

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stock				Trust
Class A non-voting common stock		303,357	I	Beneficiary Phase II Financial LP
Class A non-voting common stock		3,659	I	Participant Oppenheimer 401k Plan
Class B voting common stock		650	D	

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	(1)	01/28/2019		J	4,400	(1)	(1)	Class A non-voting common stock	2,480
Restricted Class A non-voting common stock	(2)	01/31/2019		J	18,868	(2)	(2)	Class A non-voting common stock	18,868

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

Lowenthal Robert S
C/O OPPENHEIMER HOLDINGS INC. X
85 BROAD STREET
NEW YORK, NY 10004

Signatures

/s/ Jenny Chan, as Attorney-in-fact for Robert S. 02/01/2019
Lowenthal

__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 4,400 shares of Restricted Class A non-voting common stock which were awarded on January 29, 2014 of which 2,482 Class A non-voting common shares were converted and 1,918 shares were forfeited.
- (2) The transaction describes the award on 1/31/2019 of Restricted Class A non-voting common stock vesting on 1/30/2024, subject to the awardee being continuously employed by the company until such time.

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.