

OPPENHEIMER HOLDINGS INC
Form 4
February 09, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
02/05/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and 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 (Instr. 4)
			Code	V Amount or (D) Price			
Class A non-voting common stock	02/05/2010		J ⁽¹⁾	45,098 D \$ 25.89	2,814,332	I	Phase II Financial LP ⁽²⁾
Class B voting common stock	02/05/2010		J ⁽¹⁾	45,098 A \$ 25.89	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 Number Shares
Restricted Class A Shares	(4)	02/25/2009		A	75,000	02/24/2014 02/24/2014	Class A non-voting common stock 75,
Restricted Class A Shares	(5)	01/28/2010		A	100,000	01/27/2015 01/27/2015	Class A non-voting common stock 100

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 02/08/2010

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 was an exchange of Class A non-voting common stock for Class B voting common stock on a one-for one basis.
- (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 Albert Lowenthal. Mr. Lowenthal is its President.
- (4) The transaction was an restricted employee stock award granted on 2/25/2009 for 75000 shares of Class A non-voting common stock vesting on the fifth anniversary of the grant.

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- (5) The transaction was a restricted employee stock award granted on 1/28/2010 for 100,000 shares of Class A non-voting common stock vesting on the fifth anniversary of the grant.

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.