

OPPENHEIMER HOLDINGS INC

Form 5

February 13, 2015

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Lowenthal Robert S

(Last) (First) (Middle)

85 BROAD STREET

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
OPPENHEIMER HOLDINGS INC
[OPY]

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|---|---|--|---|---|
| Class A non-voting common stock | 01/06/2014 | Â | P | 6.363 A | \$ 24.04 | 3,155.563 I | Participant Oppenheimer 401 K Plan |
| Class A non-voting common stock | 01/16/2014 | Â | P | 40.354 A | \$ 24.16 | 3,195.917 I | Participant Oppenheimer 401 K Plan |

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| | | | | | | | | | |
|---------------------------------|------------|---|------------------|--------|---|----------|-----------|---|------------------------------------|
| Class A non-voting common stock | 02/03/2014 | Â | P | 35.099 | A | \$ 22.99 | 3,231.016 | I | Participant Oppenheimer 401 K Plan |
| Class A non-voting common stock | 02/05/2014 | Â | P | 74.358 | A | \$ 22.82 | 3,305.374 | I | Participant Oppenheimer 401 K Plan |
| Class A non-voting common stock | 02/28/2014 | Â | P ⁽¹⁾ | 0.301 | A | \$ 27.31 | 3,305.675 | I | Participant Oppenheimer 401 K Plan |
| Class A non-voting common stock | 05/27/2014 | Â | P ⁽¹⁾ | 15.215 | A | \$ 23.95 | 3,320.89 | I | Participant Oppenheimer 401 K Plan |
| Class A non-voting common stock | 08/29/2014 | Â | P ⁽¹⁾ | 15.213 | A | \$ 24.16 | 3,336.103 | I | Participant Oppenheimer 401 K Plan |
| Class A non-voting common stock | 12/02/2014 | Â | P ⁽¹⁾ | 15.984 | A | \$ 22.78 | 3,352.087 | I | Participant Oppenheimer 401 K Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. of Derivative Securities (Instr. 5) | 9. of Derivative Securities (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lowenthal Robert S 85 BROAD STREET NEW YORK, NY 10004 | X | ^ | ^ | ^ |

Signatures

R. S. Lowenthal 02/13/2015

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 an automatic dividend reinvestment program in the Reporting Owner's Oppenheimer & Co. Inc. 401k Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.