

Washington Prime Group Inc.  
Form 4  
January 20, 2015

**FORM 4**

**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).

**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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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Overly Niles C

2. Issuer Name **and** Ticker or Trading  
Symbol  
Washington Prime Group Inc.  
[WPG]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
180 EAST BROAD STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/15/2015

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

COLUMBUS, OH 43215

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.0001 par value	01/15/2015		A <sup>(1)</sup>		25,781	A	25,781
						D	

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

# Edgar Filing: Washington Prime Group Inc. - Form 4

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. I Der Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.75	01/15/2015		A <sup>(1)</sup>		2,352		<sup>(3)</sup>	03/08/2015	Common Stock	2,352
Stock Option (Right to Buy)	\$ 32.17	01/15/2015		A <sup>(1)</sup>		2,352		<sup>(5)</sup>	05/04/2016	Common Stock	2,352
Stock Option (Right to Buy)	\$ 34.8	01/15/2015		A <sup>(1)</sup>		2,352		<sup>(6)</sup>	03/07/2017	Common Stock	2,352
Stock Option (Right to Buy)	\$ 1.79	01/15/2015		A <sup>(1)</sup>		940		<sup>(7)</sup>	03/11/2019	Common Stock	940
Stock Option (Right to Buy)	\$ 5.76	01/15/2015		A <sup>(1)</sup>		940		<sup>(8)</sup>	03/04/2020	Common Stock	940

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Overly Niles C 180 EAST BROAD STREET COLUMBUS, OH 43215	X			

## Signatures

/s/ Robert P.  
Demchak

01/20/2015

\*\*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).

Acquisition of securities in connection with the Agreement and Plan of Merger, dated September 16, 2014 (the "Merger Agreement"),

- (1) pursuant to which Glimcher Realty Trust ("Glimcher") merged with and into WPG Subsidiary Holdings I, LLC, an indirect subsidiary of the Issuer (the "Merger").

Upon consummation of the Merger, each common share of beneficial interest of Glimcher held by the Reporting Person at the effective time of the Merger was converted into 0.1989 shares of Issuer common stock plus \$10.40 in cash. Each Glimcher restricted share held by the Reporting Person at the effective time of the Merger was converted into an award of a number of restricted common shares of the Issuer equal to the number of Glimcher restricted shares held multiplied by the sum of (x) 0.1989 of a share of common stock of the Issuer and (y) the quotient of (A) \$10.40 divided by (B) the volume weighted average closing price of Issuer common stock on the New York Stock Exchange ("NYSE") on the last ten trading days immediately prior to the Merger.

- (2) The option vested on March 9, 2005.

- (3) Upon consummation of the Merger, each outstanding stock option of Glimcher was converted into 0.784 of an option of the Issuer.

- (4) The option vested on May 5, 2006.

- (5) The option vested on March 8, 2007.

- (6) The option vested in three equal annual installments commencing on March 12, 2010.

- (7) The option vested in three equal annual installments commencing on March 5, 2011.

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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