

McNAMARA DENNIS P
Form 4
February 10, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
McNAMARA DENNIS P

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)
99 COLONIAL PARKWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2009

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

MANHASSET, NY 11030

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 (A) or (D) Price | | | |
| Class A non-voting common stock | 01/15/2009 | | J ⁽¹⁾ | 2,679 A \$ 0 ₍₁₎ | 3,879 | D | |
| Class A non-voting common stock | 01/15/2010 | | J ⁽²⁾ | 3,748 A \$ 0 ₍₂₎ | 7,627 | 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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-------------------------------|---------------------------------|----|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Class A Shares | <u>(1)</u> | 01/15/2009 | | <u>J(1)</u> | | 2,679 | | 01/15/2009 | 01/15/2009 | Class A non-voting common stock | 2 |
| Restricted Class A Shares | \$ 0 <u>(2)</u> | 01/15/2009 | | <u>J(2)</u> | | 3,748 | | 01/15/2010 | 01/15/2010 | Class A non-voting common stock | 3 |
| Restricted Class A Shares | <u>(3)</u> | 01/30/2009 | | <u>J(3)</u> | | 562 | | 01/15/2012 | 01/15/2015 | Class A non-voting common stock | |
| Restricted Class A Shares | \$ 0 <u>(4)</u> | 02/25/2009 | | <u>J(4)</u> | | 10,000 | | 02/24/2014 | 02/24/2014 | Class A non-voting common stock | 10 |
| Restricted Class A Shares | <u>(2)</u> | 01/15/2010 | | <u>J(2)</u> | | 3,748 | | 01/15/2010 | 01/15/2010 | Class A non-voting common stock | 3 |
| Restricted Class A Shares | <u>(5)</u> | 01/28/2010 | | <u>J(5)</u> | | 10,000 | | 01/27/2015 | 01/27/2015 | Class A non-voting common stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------|
| | Director | 10% Owner | Officer | Other |
| McNAMARA DENNIS P 99 COLONIAL PARKWAY | | | | Secretary |

MANHASSET, NY 11030

Signatures

Dennis P.

McNamara

02/10/2010

__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 Reporting Person elected to receive stock in lieu of a cash bonus on 1/4/08, under the Oppenheimer & Co. Inc. Employee Share Plan. This award vested on 1/15/09.
- (2) The Reporting Person elected to receive stock in lieu of a cash bonus on 1/5/09 under the Oppenheimer & Co. Inc. Employee Share Plan. This award vested on 1/15/2010.
- (3) The Reporting Person received a restricted stock award on 1/30/09 under the Oppenheimer & Co. Inc. Employee Share Plan which vests on 1/15/2012.
- (4) The Reporting Person received a restricted stock award on 2/25/2009 under the Oppenheimer & Co Inc. Employee Shares Plan which vests on 2/24/2014.
- (5) The Reporting Person received a restricted stock award on 1/28/2010 under the Oppenheimer Holdings Inc. 2006 Equity Incentive Plan which vests on 1/27/2015.

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.