

Washington Prime Group Inc.
Form 4
January 20, 2015

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 *
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

(City) (State) (Zip)

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

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
Common Stock, \$.0001 par value	01/15/2015		A ⁽¹⁾		25,781	A	25,781
						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)

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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. Filing Date
Stock Option (Right to Buy)	\$ 32.75	01/15/2015		A ⁽¹⁾	2,352	⁽³⁾ 03/08/2015	Common Stock 2,352	
Stock Option (Right to Buy)	\$ 32.17	01/15/2015		A ⁽¹⁾	2,352	⁽⁵⁾ 05/04/2016	Common Stock 2,352	
Stock Option (Right to Buy)	\$ 34.8	01/15/2015		A ⁽¹⁾	2,352	⁽⁶⁾ 03/07/2017	Common Stock 2,352	
Stock Option (Right to Buy)	\$ 1.79	01/15/2015		A ⁽¹⁾	940	⁽⁷⁾ 03/11/2019	Common Stock 940	
Stock Option (Right to Buy)	\$ 5.76	01/15/2015		A ⁽¹⁾	940	⁽⁸⁾ 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"), pursuant to which Glimcher Realty Trust ("Glimcher") merged with and into WPG Subsidiary Holdings I, LLC, an indirect subsidiary of the Issuer (the "Merger").

(1) 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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