

Demchak Robert P
 Form 4
 February 22, 2019

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 *
 Demchak Robert P

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, GC & Corp. Sec.

C/O WASHINGTON PRIME GROUP INC., 180 EAST BROAD STREET

(Street)

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

COLUMBUS, OH 43215

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.0001 per share	02/20/2019		M	13,661	A	①	41,772	D
Common Stock, par value \$0.0001 per share	02/21/2019		M	12,207	A	②	53,979	D

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Common
 Stock, par
 value 02/21/2019 M 8,698 A (2) 62,677 D
 \$0.0001 per
 share

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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(3)	02/20/2019		M	13,661	(4) (3)	Common Stock, par value \$0.0001 per share 13,661
Restricted Stock Units	(3)	02/21/2019		M	12,207	(5) (3)	Common Stock, par value \$0.0001 per share 12,207
Restricted Stock Units	(3)	02/21/2019		M	8,698	(5) (3)	Common Stock, par value \$0.0001 per share 8,698
Restricted Stock Units	(3)	02/20/2019		A	43,328	(6) (6)	Common Stock, par value \$0.0001 per share 43,328
Performance Stock Units	(7)	02/20/2019		A	43,328	(8) (8)	Common Stock, par value \$0.0001 43,328

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Demchak Robert P C/O WASHINGTON PRIME GROUP INC. 180 EAST BROAD STREET COLUMBUS, OH 43215			EVP, GC & Corp. Sec.	

Signatures

/s/ Stephen E.
Ifeduba

02/22/2019

**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) Issuer's common stock (the "Common Stock") acquired upon vesting of restricted stock units ("RSUs") awarded to the Reporting Person on February 20, 2018 (the "Grant Date").
- (2) Common Stock acquired upon vesting of restricted stock units ("RSUs") awarded to the Reporting Person on February 21, 2017 (the "Second Grant Date").
- (3) Each of the RSUs represents a contingent right to receive one share of Common Stock.
- (4) Listed RSUs were awarded on the Grant Date and represent a portion of the total award that vests on the annual anniversary of the Grant Date and is converted on a one-for-one basis to Common Stock.
- (5) Listed RSUs were awarded on the Second Grant Date and represent a portion of the total award that vests on the annual anniversary of the Second Grant Date and is converted on a one-for-one basis to Common Stock.
- (6) The awarded RSUs shall vest and become non-forfeitable in one-third installments on each of the first, second and third anniversaries of February 20, 2019, provided that the Reporting Person is in continued compliance with certain covenants in the Reporting Person's employment agreement and subject to certain provisions of such agreement relating to a change in control of the Issuer.
- (7) Each of the performance stock units ("PSUs") represents a contingent right to receive one share of Common Stock.
- (8) Unvested PSUs shall be earned based upon the satisfaction of certain relative total shareholder return criteria ("TSR Criteria") with the number of earned PSUs ranging from 0% to 150% of the allocated amount awarded based on the achievement of the Company in the TSR Criteria over a three-year performance period from February 20, 2019 to February 20, 2022 ("Vesting Date"), provided that the Reporting Person is in continued compliance with certain covenants in the Reporting Person's employment agreement and subject to certain provisions of such agreement relating to a change in control of the Issuer. Settlement of the PSUs shall occur as soon as practicable after the Vesting Date, but no later than March 15, 2023.

Remarks:

This Form 4 is executed pursuant to the Limited Power of Attorney filed as Exhibit 24 to a Form 3 filed on February 23, 2017.

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.