## Edgar Filing: Paramount Group, Inc. - Form 4

Paramount Group Form 4	o, Inc.												
May 23, 2016													
FORM 4	UNITED	STATES	SECU	RITIES	5 A	ND EX	СНА	NGE			PPROVAL		
Chaolt this hav						D.C. 2			• • • • • • • • • • • • • • • • • • • •	Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or	F CHANGES IN BENEFICIAL OV SECURITIES					AL OV	WNERSHIP OF	Expires: Estimated burden hou response	urs per				
Form 5 obligations may continue. See Instruction 1(b).	Section 17(	a) of the l		Jtility H	Iold	ling Co	mpan	y Act	nge Act of 1934, of 1935 or Secti 940				
(Print or Type Respo	nses)												
1. Name and Address of Reporting Person <u>*</u> Klein Karin			2. Issuer Name <b>and</b> Ticker or Trading Symbol Paramount Group, Inc. [PGRE]				-	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (	Middle)	3. Date of	of Earlies	t Tr	ansaction			(Check all applicable)				
C/O PARAMOUNT GROUP, INC., 1633 BROADWAY, SUITE 1801			(Month/Day/Year) 05/19/2016					X_ Director 10% Owner Officer (give title Other (specify below) below)					
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
NEW YORK, N	Y 10019								Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tat	ole I - No	n-D	erivative	Secu	rities A	cquired, Disposed	of, or Beneficia	lly Owned		
		saction Date 2A. Deemed /Day/Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 8	ransactionAcquired (A) or code Disposed of (D)		) 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	(D)	Price	(				
Reminder: Report or	n a separate line	e for each cl	ass of sec	eurities be	enefi	Perso infor requi	ons w natio red to ays a	ho res n cont o respo	or indirectly. spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab								Beneficially Owner securities)	đ			

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. N	Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction I	Derivative	Expiration Date	Underlying Securities	Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year) (Instr. 8) ve		Securities Acquired (A) or Disposed (D) (Instr. 3, and 5)	d d of	(Month/Day/Year)		(Instr. 3 and 4)		Securit (Instr.	
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units <u>(1)</u>	<u>(2)</u>	05/19/2016		А	6,317		(1)(2)	(2)	Common Stock	6,317	\$ (

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Klein Karin C/O PARAMOUNT GROUP, INC. 1633 BROADWAY, SUITE 1801 NEW YORK, NY 10019	Х						
Signatures							
/s/ Gage Johnson as attorney-in-fact f Klein	(	05/23/20	16				

\*\*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).

LTIP Units issued pursuant to the Issuer's 2014 Equity Incentive Plan. The LTIP Units vest on the earlier of (i) one year from the date of(1) grant and (ii) the date of the first annual meeting of stockholders following the grant date, subject to continued services as a director through such date.

Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested LTIP Unit may be converted, at the election of the holder, into a common unit of limited partnership interest ("OP Unit") in Paramount Group Operating Partnership LP. Each OP Unit acquired upon conversion of a vested LTIP Unit may be presented for redemption, at the

(2) election of the holder, for cash equal to the then fair market value of one share of the Issuer's common stock, except that the Issuer may, at its election, acquire each OP Unit so presented for one share of common stock. LTIP Units are generally not convertible without the consent of the Issuer until two years from the date of the grant. The rights to convert vested LTIP Units into OP Units and redeem OP Units do not have expiration dates.

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.