

Messinger, Matthew
 Form 4
 May 01, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Messinger, Matthew

(Last) (First) (Middle)

C/O TRINITY PLACE HOLDINGS INC., 340 MADISON AVENUE, SUITE 3C

(Street)

NEW YORK, NY 10173

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Trinity Place Holdings Inc. [TPHS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/29/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 04/29/2019 | | M | 41,666 | A | 1,072,837 | D | |
| Common Stock | 04/29/2019 | | F | 20,403 | D | \$ 3.99 | 1,052,434 | D |
| Common Stock | 04/29/2019 | | M | 41,667 | A | 1,094,101 | D | |
| Common Stock | 04/29/2019 | | F | 20,404 | D | \$ 3.99 | 1,073,697 | D |
| Common Stock | 04/29/2019 | | M | 20,697 | A | 1,094,394 | D | |

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Common Stock 04/29/2019 F 10,134 D \$ 3.99 1,084,260 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)

| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (1) | 04/29/2019 | | M | 41,666 | (2) (2) | Common Stock | 41,666 |
| Restricted Stock Units | (1) | 04/29/2019 | | M | 41,667 | (3) (3) | Common Stock | 41,667 |
| Restricted Stock Units | (1) | 04/29/2019 | | M | 20,697 | (4) (4) | Common Stock | 20,697 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Messinger, Matthew C/O TRINITY PLACE HOLDINGS INC. 340 MADISON AVENUE, SUITE 3C NEW YORK, NY 10173 | X | | President and CEO | |

Signatures

/s/ Richard Pyontek, as Attorney-in Fact for Matthew Messinger

05/01/2019

__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) Each restricted stock unit ("RSU") converts into one share of common stock of Trinity Place Holdings Inc.
- (2) On March 7, 2014, the reporting person was granted 363,095 RSUs, subject to vesting and settlement as described in the reporting person's Form 4 filed on March 11, 2014. The settlement of 41,666 RSUs occurred on April 29, 2019.
- (3) On April 27, 2015, the reporting person was granted 363,095 RSUs, subject to vesting and settlement as described in the reporting person's Form 4 filed on April 29, 2015. The settlement of 41,667 RSUs occurred on April 29, 2019.
- (4) On January 28, 2016, the reporting person was granted 541,074 RSUs, subject to vesting and settlement as described in the reporting person's Form 4 filed on February 1, 2016. The settlement of 20,697 RSUs occurred on April 29, 2019.

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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