

Demchak Robert P
 Form 4/A
 March 05, 2018

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, GC, and Corp. Secretary

(Last) (First) (Middle)
 C/O WASHINGTON PRIME GROUP INC., 180 EAST BROAD STREET

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2018

(Street)
 COLUMBUS, OH 43215

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/22/2018

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | (1) | 02/21/2018 | | M | 12,207 | (2) (1) | Common Stock, par value \$0.0001 per share 12,207 |
| Restricted Stock Units | (1) | 02/20/2018 | | A | 40,984 | (4) (4) | Common Stock, par value \$0.0001 per share 40,984 |
| Performance Stock Units | (5) | 02/20/2018 | | A | 40,984 | (6) (6) | Common Stock, par value \$0.0001 per share 40,984 |

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, and Corp. Secretary | |

Signatures

/s/ Stephen E. Ifeduba, as attorney-in-fact
 03/05/2018
 **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 of the restricted stock units ("RSUs") represents a contingent right to receive one share of the Issuer's Common Stock (the "Common Stock").
- (2) Listed RSUs were awarded on February 21, 2017 (the "Grant Date") and represent a one-third portion of the total award that vested on the one-year anniversary of the Grant Date and converted on a one-for-one basis to Common Stock.

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- (3) This amendment is being filed to update the number of Derivative Securities beneficially owned by the Reporting Person following the reported transaction that was erroneously reported in the original filing as 24,415.

The awarded RSUs shall vest and become nonforfeitable in one-third installments on each of the first, second and third anniversaries of the grant date of February 20, 2018 ("2018 Grant 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.

- (5) Each of the performance stock units ("PSUs") represents a contingent right to receive one share of Common Stock.

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 Issuer in the TSR Criteria over a three-year performance period from the 2018 Grant Date to February 20, 2021 ("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, 2022.

- (7) This amendment is being filed to update the number of Derivative Securities beneficially owned by the Reporting Person following the reported transaction that was erroneously reported in the original filing as 49,180.

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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