

Brindley Peter R.C.
Form 4
January 18, 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 *
Brindley Peter R.C.

2. Issuer Name and Ticker or Trading Symbol
Paramount Group, Inc. [PGRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Leasing

C/O PARAMOUNT GROUP, INC., 1633 BROADWAY, SUITE 1801

(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

NEW YORK, NY 10019

(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	

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pr
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LTIP Units <u>(1)</u>	<u>(2)</u>	01/14/2019	A		32,821		<u>(1)(2)</u>	<u>(2)</u>	Common Stock	32,821
LTIP Units <u>(3)</u>	<u>(2)</u>	01/14/2019	A		44,046		<u>(2)(3)</u>	<u>(2)</u>	Common Stock	44,046
LTIP Units <u>(4)</u>	<u>(2)</u>	01/14/2019	A		19,418		<u>(2)(4)</u>	<u>(2)</u>	Common Stock	19,418

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brindley Peter R.C.
C/O PARAMOUNT GROUP, INC.
1633 BROADWAY, SUITE 1801
NEW YORK, NY 10019

EVP, Leasing

Signatures

/s/ Gage Johnson as attorney-in-fact for Peter Brindley

01/18/2019

__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).
Represents LTIP Units issued pursuant to the Paramount Group, Inc. 2018 Performance Program (the "2018 Program") under the Issuer's 2014 Equity Incentive Plan. The LTIP Units granted pursuant to the 2018 Program will vest 50% on the date that performance is
- (1) determined under the 2018 Program following the conclusion of the three-year performance period ending December 31, 2021 and 50% on December 31, 2022, subject to the achievement of performance criteria and continued employment. The reporting person will be required to hold earned awards for an additional year following vesting.
Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested LTIP Unit will be converted automatically 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 election of the holder, for
 - (2) 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 conversion feature of vested LTIP Units and the redemption rights for OP Units do not have expiration dates.
 - (3) LTIP Units issued pursuant to the Issuer's 2014 Equity Incentive Plan. The LTIP Units vest in four equal installments on each of February 15, 2020, 2021, 2022 and 2023, subject to continued employment.
 - (4)

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LTIP Units issued pursuant to the Issuer's 2014 Equity Incentive Plan in connection with a cash bonus exchange election made by the reporting person. The LTIP Units vest 40% on February 15, 2020, 40% on February 15, 2021, and 20% on February 15, 2022, subject to continued employment.

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.