JMP Group Inc. Form 4 February 12, 2014

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Jolson Joseph A

Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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JMP Group Inc. [JMP]

(Check all applicable)

600 MONTGOMERY STREET,

(Street)

(State)

(First)

(Middle)

3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

(Month/Day/Year) 02/11/2014

Director 10% Owner Other (specify Officer (give title

below)

SUITE 1100

(City)

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

CEO

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

SAN FRANCISCO, CA 94111

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year)

(Zip)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (T) Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) (Instr. 3, 4, and Security 5) Code V (D) Date Expiration Title (A) Amount or Exercisable Date Number of Shares Restricted Common (2) (2) 165,802

Α

165,802

Stock

Reporting Owners

<u>(1)</u>

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Jolson Joseph A 600 MONTGOMERY STREET, SUITE 1100 **CEO**

SAN FRANCISCO, CA 94111

Signatures

Stock Unit

Scott Solomon on behalf of Joseph A. 02/12/2014 Jolson

02/11/2014

**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).
- Each unit represents a right to receive one share of common stock or an amount equal to the fair market value of one share of common **(1)** stock on the applicable vesting date.
- (2) Restricted stock units vest 50% on December 31, 2014 and December 31, 2015.

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.

Reporting Owners 2