

Trinity Place Holdings Inc.
Form 4
April 29, 2015

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 *
Messinger, Matthew

(Last) (First) (Middle)

717 FIFTH AVENUE, SUITE 1303

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/27/2015

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	04/29/2015		M	158,730	A	Ⓣ	404,148 D
Common Stock	04/29/2015		F	88,603	D	\$ 8	315,545 D
Common Stock	04/29/2015		M	79,365	A	Ⓣ	394,910 D
Common Stock	04/29/2015		F	44,301	D	\$ 8	350,609 D

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

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(9-02)

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	(1)	04/27/2015		A		363,095		(2)	(2)	Common Stock	363,095
Restricted Stock Units	(1)	04/29/2015		M		158,730		(3)	(3)	Common Stock	158,730
Restricted Stock Units	(1)	04/29/2015		M		79,365		(4)	(4)	Common Stock	79,365

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Messinger, Matthew 717 FIFTH AVENUE, SUITE 1303 NEW YORK, NY 10022			President and CEO	

Signatures

/s/ Richard Pyontek, as Attorney-in Fact for Matthew Messinger
04/29/2015

__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. (the "Issuer").

The RSUs will vest as follows: 125,000 shares will vest in three equal annual installments beginning March 31, 2016 and ending March 31, 2018. The vested portion of the 125,000 shares will be distributed to the reporting person upon the earlier of (i) the second

(2) anniversary of the applicable vesting date and (ii) the reporting person's termination of employment for any reason (subject to the terms of the reporting person's employment agreement). The remaining 238,095 shares will vest in three equal annual installments beginning March 31, 2016 and ending March 31, 2018.

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- (3) On March 7, 2014, the reporting person was granted 476,190 RSUs. The RSUs vest in equal annual installments beginning March 31, 2015 and ending March 31, 2017.

- On March 7, 2014, the reporting person was granted 363,095 RSUs. The RSUs vest as follows: 125,000 shares will vest in three equal annual installments beginning March 31, 2015 and ending March 31, 2017. The vested portion of the 125,000 shares will be distributed to
- (4) the reporting person upon the earlier of (i) the second anniversary of the applicable vesting date and (ii) the reporting person's termination of employment for any reason (subject to the terms of the reporting person's employment agreement). The remaining 238,095 shares will vest in three equal annual installments beginning March 31, 2015 and ending March 31, 2017.

- (5) The RSUs reflected on this Form 4 were granted pursuant to the terms and conditions of the reporting person's employment agreement with the Issuer, a copy of which has been previously filed with the Securities and Exchange Commission.

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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