

Messinger, Matthew
 Form 4
 January 30, 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 *
 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)
 01/29/2019

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)
			Code	V	Amount or Price		
Common Stock	01/29/2019		M		79,365 A <u>1</u>	961,915	D
Common Stock	01/29/2019		F		27,320 D \$ 4.26	934,595	D
Common Stock	01/29/2019		M		83,333 A <u>1</u>	1,017,928	D
Common Stock	01/29/2019		F		40,808 D \$ 4.26	977,120	D
Common Stock	01/29/2019		M		30,000 A <u>1</u>	1,007,120	D

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Common Stock	01/29/2019	F	14,691	D	\$ 4.26	992,429	D
Common Stock	01/29/2019	M	60,119	A	①	1,052,548	D
Common Stock	01/29/2019	F	23,377	D	\$ 4.26	1,029,171	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	①	01/29/2019		M	79,365	②	②	Common Stock	79,365
Restricted Stock Units	①	01/29/2019		M	83,333	③	③	Common Stock	83,333
Restricted Stock Units	①	01/29/2019		M	30,000	④	④	Common Stock	30,000
Restricted Stock Units	①	01/29/2019		M	60,119	⑤	⑤	Common Stock	60,119

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Messinger, Matthew C/O TRINITY PLACE HOLDINGS INC.	X		President and CEO	

340 MADISON AVENUE, SUITE 3C
NEW YORK, NY 10173

Signatures

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

01/30/2019

__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 January 28, 2016, the reporting person was granted 363,095 RSUs, subject to vesting and settlement as described in the reporting person's Form 4 filed on February 1, 2016 (the "RSU Grant Form 4"). The settlement of 79,365 RSUs occurred on January 29, 2019.
- (3) On January 28, 2016, the reporting person was granted 250,000 RSUs, subject to vesting and settlement as described in the RSU Grant Form 4. The settlement of 83,333 RSUs occurred on January 29, 2019.
- (4) On January 28, 2016, the reporting person was granted 30,000 RSUs, subject to vesting and settlement as described in the RSU Grant Form 4. The settlement of all of the RSUs occurred on January 29, 2019.
- (5) On January 28, 2016, the reporting person was granted 541,074 RSUs, subject to vesting and settlement as described in the RSU Grant Form 4. The settlement of 60,119 RSUs occurred on January 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. 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.