Edgar Filing: Williams Thomas A. - Form 4

| Williams The | omas A. | | | | | | | | | |
|--------------------------|---------------------|-----------------------|---|--|--------|--------------------|--|----------------------|------------------------|--|
| Form 4 | | | | | | | | | | |
| May 15, 201 | 2 | | | | | | | | | |
| FORM | 14 | | | | | | | | PPROVAL | |
| | UNITED S | | U RITIES A /ashington, | | | IGE (| COMMISSION | OMB Number: | 3235-0287 | |
| Check the | | | 8, | | | | | Expires: | January 31, | |
| if no long subject to | | ENT OF CHA | NGES IN | GES IN BENEFICIAL OWNERSHIP OF | | | | | 2005 | |
| Section 1 | | | | | | | Estimated average burden hours per | | | |
| Form 4 o | | | | | | | response 0.5 | | | |
| Form 5 | Filed purs | uant to Sectior | 16(a) of the | e Securiti | es Ex | chang | ge Act of 1934, | | | |
| obligation may cont | | | • | - | | | f 1935 or Sectio | n | | |
| See Instru | | 30(h) of the | Investment | Company | / Act | of 194 | 40 | | | |
| 1(b). | | | | | | | | | | |
| (Print or Type F | Responses) | | | | | | | | | |
| XX 7111 A | | | 2. Issuer Name and Ticker or Trading Symbol | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | BINGER GI | ROUP IN | C. [H | IRG] | | | ` | |
| (Last) | (First) (M | iddle) 3. Date | e of Earliest Tr | ansaction | | | (Chec | ck all applicable | e) | |
| | | , | (Month/Day/Year) | | | Director 10% Owner | | | | |
| C/O HARB | INGER GROUP | | /2012 | | | | $X_ Officer (give$ | | er (specify | |
| INC., 450 P | ARK AVENUE, 2 | 27TH | | | | | below) E | below) EVP & CFO | | |
| FLOOR | | | | | | | | | | |
| | (Street) | 4. If A | mendment, Da | te Original | | | 6. Individual or Jo | oint/Group Filin | 1g(Check | |
| | | | iled(Month/Day/Year) | | | | Applicable Line) | | | |
| | | | | | | | _X_Form filed by C | | | |
| NEW YORI | K, NY 10022 | | | | | | Person | More than One Re | eportung | |
| (City) | (State) (2 | Zip) T | able I - Non-D | erivative S | ecurit | ies Acc | quired, Disposed of | f, or Beneficial | lly Owned | |
| 1.Title of | 2. Transaction Date | | 3. | | | | 5. Amount of | 6. Ownership | | |
| Security (Instr. 3) | (Month/Day/Year) | | ecution Date, if Transaction(A) or Disposed of | | | l of | Securities Beneficially | Form: Direct | Indirect Beneficial | |
| (IIIsu. 3) | | any (Month/Day/Yea | | Code (D) (Instr. 8) (Instr. 3, 4 and 5) | | | Owned | Indirect (I) Ownersh | Ownership | |
| | | | | (| | Following | (Instr. 4) | | | |
| | | | | | (A) | | Reported | | | |
| | | | | | or | | Transaction(s) (Instr. 3 and 4) | | | |
| C | | | Code V | Amount | (D) | Price | (insure und 1) | | | |
| Common Stock | 05/14/2012 | | А | 50,000 | А | \$0 | 50,000 | D | | |

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

Persons who respond to the collection of information contained in this form are not 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)

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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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) of Disposed of (D (Instr. 3, 4, and 5) | Expiration I (Month/Day r) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|--|--------------------------------------|--|-----------------|---|--|
| | | | | Code V | (A) (E | Date Exercisable | Expiration Date | Title | Amount Number Shares | |
| Employee Stock Option (right to buy) | \$ 4.81 | 05/14/2012 | | А | 140,000 | <u>(1)</u> | 05/14/2022 | Common Stock | 140,00 | |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | | |
|--|-----------|---------------|---------|-----------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Williams Thomas A. C/O HARBINGER GROUP 450 PARK AVENUE, 27TH NEW YORK, NY 10022 | | | | EVP & CFO | | | | |
| Signatures | | | | | | | | |
| /s/ Thomas A. Williams | 05/15/201 | 2 | | | | | | |
| <pre>**Signature of Reporting</pre> | 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) The options vest annually in equal installments over a period of four years beginning from 03/05/2012.

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.

Person