

Messinger, Matthew
 Form 4
 May 01, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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)
 04/29/2019

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	04/29/2019		M	41,666	A	1,072,837	D
Common Stock	04/29/2019		F	20,403	D	\$ 3.99	1,052,434
Common Stock	04/29/2019		M	41,667	A	1,094,101	D
Common Stock	04/29/2019		F	20,404	D	\$ 3.99	1,073,697
Common Stock	04/29/2019		M	20,697	A	1,094,394	D

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 March 7, 2014, the reporting person was granted 363,095 RSUs, subject to vesting and settlement as described in the reporting person's Form 4 filed on March 11, 2014. The settlement of 41,666 RSUs occurred on April 29, 2019.
- (3) On April 27, 2015, the reporting person was granted 363,095 RSUs, subject to vesting and settlement as described in the reporting person's Form 4 filed on April 29, 2015. The settlement of 41,667 RSUs occurred on April 29, 2019.
- (4) On January 28, 2016, the reporting person was granted 541,074 RSUs, subject to vesting and settlement as described in the reporting person's Form 4 filed on February 1, 2016. The settlement of 20,697 RSUs occurred on April 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.