

CMG HOLDINGS GROUP, INC.

Form 4

December 03, 2014

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 *
LAKEN GLENN B

2. Issuer Name and Ticker or Trading Symbol
CMG HOLDINGS GROUP, INC.
[CMGO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2130 N LINCOLN PARK WEST,
APT 8N

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

CHICAGO, IL 60614

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/21/2014		P		60,000	A	\$ 0.0116	8,816,925	I	Held by Barbara Laken ⁽¹⁾
Common Stock	11/24/2014		P		30,000	A	\$ 0.0135	8,846,925	I	Held by Barbara Laken ⁽¹⁾
Common Stock	11/25/2014		P		25,000	A	\$ 0.0128	8,871,925	I	Held by Barbara Laken ⁽¹⁾
Common Stock	11/26/2014		P		10,000	A	\$	8,881,925	I	Held by

Stock					0.0135				Barbara Laken ⁽¹⁾
Common Stock	11/28/2014	P	25,000	A	\$ 0.0137	8,906,925	I		Held by Barbara Laken ⁽¹⁾
Common Stock	12/01/2014	P	71,000	A	\$ 0.0133	8,977,925	I		Held by Barbara Laken ⁽¹⁾
Common Stock	12/02/2014	P	10,000	A	\$ 0.015	8,987,925	I		Held by Barbara Laken ⁽¹⁾
Common Stock	12/03/2014	P	169,000	A	\$ 0.0148	9,156,925	I		Held by Barbara Laken ⁽¹⁾

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) (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAKEN GLENN B 2130 N LINCOLN PARK WEST, APT 8N CHICAGO, IL 60614	X	X	Chief Executive Officer	

Signatures

Darren Ofsink,
Attorney-in-fact

12/03/2014

__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).

(1) Barbara Laken is the reporting person's wife. Therefore, the reporting person is deemed as the beneficial owner of such shares.

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.