

Messinger, Matthew
 Form 4
 April 26, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 04/24/2018

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	04/24/2018		M	41,667	A	11	841,741	D
Common Stock	04/24/2018		F	21,487	D	\$ 6.61	820,254	D
Common Stock	04/24/2018		M	79,365	A	11	899,619	D
Common Stock	04/24/2018		F	40,928	D	\$ 6.61	858,691	D
Common Stock	04/24/2018		M	30,060	A	11	888,751	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. (the "Issuer").

(2) On March 31, 2014, the reporting person was granted 363,095 RSUs. The RSUs vest as follows: 125,000 shares vested 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 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 vested in three equal annual installments beginning March 31, 2015 and ending March 31, 2017. The settlement of the RSUs that vested on March 31, 2016 occurred on April 24, 2018.

(3) On April 27, 2015, the reporting person was granted 363,095 RSUs. The RSUs vested as follows: 125,000 shares vested 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 as follows: 41,667 shares will be distributed within 30 days after March 31, 2023, and the remaining shares will be distributed 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 vested in three equal annual installments beginning March 31, 2016 and ending March 31, 2018. The settlement of the RSUs that vested on March 31, 2018 occurred on April 24, 2018.

(4) See Exhibit 99.1 to this Form 4 for explanation of note (4).

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.