

Lavine Bruce I
Form 4
May 23, 2012

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 *
Lavine Bruce I

2. Issuer Name and Ticker or Trading Symbol
WisdomTree Investments, Inc.
[WETF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
380 MADISON AVENUE, 21ST FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2012

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

(Street)
NEW YORK, NY 10017

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 05/21/2012 | | S | 56,363 | D | \$ 7.09 | 738,533 ⁽³⁾ | D |
| | | | | | | <u>(1)</u> | | |
| Common Stock | 05/22/2012 | | S | 130,883 | D | \$ 7.03 | 607,650 ⁽³⁾ | D |
| | | | | | | <u>(2)</u> | | |
| Common Stock | 05/23/2012 | | M | 54,548 | D | \$ 0.7 | 662,198 ⁽³⁾ | D |
| Common Stock | 05/23/2012 | | S | 25,000 | D | \$ 6.9 | 637,198 ⁽³⁾ | D |
| | | | | | | <u>(5)</u> | | |

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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)

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Securities Acquired or Disposed of, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Includes entry for Stock Option (right to buy) with details on price, date, and quantity.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Includes entry for Lavine Bruce I, Chief Operating Officer.

Signatures

/s/ Peter M. Ziembra, Attorney-in-Fact, 05/23/2012

**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.
(1) The price included in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$7.05 to \$7.12, inclusive.
(2) The price in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$7.00 to \$7.11, inclusive.

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- (3) Includes (i) restricted stock award vesting as to 10,797 shares on January 25, 2013, and (ii) restricted stock award vesting as to 150,000 shares on each of February 16, 2013 and 2014.
- (4) Exercisable as to 150,000 shares on each of February 16, 2011, 2012, 2013 and 2014.
- (5) The price in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$6.80 to \$6.92, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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