

Washington Prime Group Inc.  
 Form 4/A  
 February 27, 2015

**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 \*  
 Overly Niles C

2. Issuer Name and Ticker or Trading Symbol  
 Washington Prime Group Inc.  
 [WPG]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 180 EAST BROAD STREET  
 (Street)  
 COLUMBUS, OH 43215  
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/15/2015  
 4. If Amendment, Date Original Filed (Month/Day/Year)  
 01/20/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 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)	Code	V	Amount	(D)	Price

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.**

SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.75	01/15/2015	A <sup>(1)</sup>	2,351					<sup>(2)</sup>	03/08/2015	Common Stock, \$0.0001 par value	2,351
Stock Option (Right to Buy)	\$ 32.17	01/15/2015	A <sup>(1)</sup>	2,351					<sup>(4)</sup>	05/04/2016	Common Stock, \$0.0001 par value	2,351
Stock Option (Right to Buy)	\$ 34.8	01/15/2015	A <sup>(1)</sup>	2,351					<sup>(5)</sup>	03/07/2017	Common Stock, \$0.0001 par value	2,351

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Overly Niles C 180 EAST BROAD STREET COLUMBUS, OH 43215	X			

## Signatures

/s/ Robert P. Demchak,  
Attorney-in-Fact

02/27/2015

\*\*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).
- Acquisition of securities in connection with the Agreement and Plan of Merger, dated September 16, 2014 (the "Merger Agreement"),
- (1) pursuant to which Glimcher Realty Trust ("Glimcher") merged with and into WPG Subsidiary Holdings I, LLC, an indirect subsidiary of the Issuer (the "Merger").
  - (2) The option vested on March 9, 2005.
  - (3) Upon consummation of the Merger, each outstanding stock option of Glimcher was converted into 0.784 of an option of the Issuer.
  - (4) The option vested on May 5, 2006.
  - (5) The option vested on March 8, 2007.

**Remarks:**

This Form 4 is being amended to correct a rounding error.

Power of Attorney filed on 1/20/2015 as Exhibit 24 to Form 3.

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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