

LADENBURG THALMANN FINANCIAL SERVICES INC  
 Form 4  
 January 14, 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 \*  
 ROSENSTOCK RICHARD J

2. Issuer Name and Ticker or Trading Symbol

LADENBURG THALMANN FINANCIAL SERVICES INC [LTS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

01/13/2014

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

C/O LADENBURG THALMANN & CO. INC., 520 MADISON AVE, 9TH FLOOR

(Street)

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

NEW YORK, NY 10022

(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)                      |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 01/13/2014                           |  | P                              | 381 A \$ 2.93   | 124,381   | I  | Held by the NFS/FMTC Rollover IRA for the benefit of Richard J. Rosenstock |
| Common Stock                    | 01/13/2014                           |  | P                              | 479 A \$ 2.9521   | 124,860   | I  | Held by the NFS/FMTC Rollover  |

|  |            |   |       |   |           |                      |   |  |
|--|------------|---|-------|---|-----------|----------------------|---|--|
| Common Stock   | 01/13/2014 | P | 3,017 | A | \$ 2.9616 | 127,877              | I | IRA for the benefit of Richard J. Rosenstock<br>Held by the NFS/FMTC Rollover IRA for the benefit of Richard J. Rosenstock |
| Common Stock   | 01/13/2014 | P | 1,123 | A | \$ 2.97   | 129,000              | I | Held by the NFS/FMTC Rollover IRA for the benefit of Richard J. Rosenstock   |
| Common Stock   |            |   |       |   |           | 115,000              | D |  |
| Common Stock   |            |   |       |   |           | 2,701,586            | I | Held by The Richard J. Rosenstock Revocable Living Trust Dated 3/5/96 <sup>(1)</sup>                                       |
| Common Stock   |            |   |       |   |           | 5,000                | I | Held by the NFS/FMTC IRA for the benefit of Richard J. Rosenstock  |
| Common Stock   |            |   |       |   |           | 5,000                | I | Held by the NFS/FMTC IRA for the benefit of Roni L. Rosenstock   |
| 8.00% Series A Cumulative Redeemable Preferred Stock |            |   |       |   |           | 2,000 <sup>(2)</sup> | I | Held by The Richard J. Rosenstock Revocable Living Trust Dated 3/5/96 <sup>(1)</sup>                                       |

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 (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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

ROSENSTOCK RICHARD J  
C/O LADENBURG THALMANN & CO. INC.,  
520 MADISON AVE, 9TH FLOOR  
NEW YORK, NY 10022

X

## Signatures

/s/ Richard J. Rosenstock 01/14/2014

\_\_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) Mr. Rosenstock is the sole trustee and beneficiary of The Richard J. Rosenstock Revocable Living Trust.

The 8.00% Series A Cumulative Redeemable Preferred Stock is convertible into common stock at a non-fixed conversion rate in connection with a change of control as described in the issuer's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 24, 2013.

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.