

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-15**  
SEC Accession No. [0001181431-13-003647](#)

(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

**Pooler Joseph W. Jr.**

CIK: **1478247**

Type: **4** | Act: **34** | File No.: **001-32026** | Film No.: **13535148**

Mailing Address  
2929 ARCH STREET  
17TH FLOOR  
PHILADELPHIA PA  
19104-2870

### ISSUER

**INSTITUTIONAL FINANCIAL MARKETS, INC.**

CIK: **1270436** | IRS No.: **161685692** | State of Incorporation: **MD** | Fiscal Year End: **1231**  
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address  
CIRA CENTRE, 2929 ARCH  
STREET  
17TH FLOOR  
PHILADELPHIA PA  
19104-2870

Business Address  
CIRA CENTRE, 2929 ARCH  
STREET  
17TH FLOOR  
PHILADELPHIA PA  
19104-2870  
215-701-9555

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Pooler Joseph W. Jr.</b>			2. Issuer Name and Ticker or Trading Symbol <b>INSTITUTIONAL FINANCIAL MARKETS, INC. [IFMI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, CFO and Treasurer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/15/2013</b>					
C/O INSTITUTIONAL FINANCIAL MARKETS, INC, 2929 ARCH STREET, 17TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>PHILADELPHIA, PA 19104-2870</b>								
(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, par value \$0.001	01/15/2013		A		35,000 <sup>(1)</sup>	A \$ 0	167,895	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

### Explanation of Responses:

1. Mr. Pooler was awarded 35,000 restricted shares under the Amended and Restated Institutional Financial Markets, Inc. 2010 Long-Term Incentive Plan. The restrictions expire with respect to 17,500 of the restricted shares on December 31, 2013 and with respect to the remaining 17,500 of the restricted shares on December 31, 2014, in each case, so long as Mr. Pooler is then employed by the Issuer or any of its subsidiaries.

### Signatures

/s/ Joseph W. Pooler, Jr.

\*\* Signature of Reporting Person

01/17/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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

**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 Number.**