

Ziembra Peter M  
Form 4/A  
January 30, 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 \*  
Ziembra Peter M

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Legal Officer

(Last) (First) (Middle)

C/O WISDOMTREE  
INVESTMENTS, INC., 380  
MADISON AVENUE, 21ST  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/25/2012

(Street)  
  
NEW YORK, NY 10017

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/27/2012

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)
Common Stock	01/25/2012		A	6,351 <sup>(5)</sup>	A \$ 0 519,949	D	
Common Stock	01/25/2012		A	150,000 <sup>(3)</sup>	A \$ 0 669,949 <sup>(4)</sup>	D	
Common Stock					9,600 <sup>(1)</sup>	I	By Son
Common Stock					4,500 <sup>(2)</sup>	I	By Daughter

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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 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ziembra Peter M C/O WISDOMTREE INVESTMENTS, INC. 380 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10017

Chief Legal Officer

Signatures

Peter M. Ziembra 01/30/2012

\*\*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 reporting person disclaims beneficial ownership of these securities...
(2) See Note 1.
(3) Restricted stock award vesting as to 37,500 shares...
(4) Includes (i) restricted stock award... (ii) restricted stock award... (iii) restricted stock awards...

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(5) Restricted stock award which vests as to all 6,351 shares on January 25, 2013.

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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