

VIRTUS INVESTMENT PARTNERS, INC.

Form 4

January 06, 2009

**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 \*  
AYLWARD GEORGE R JR

2. Issuer Name and Ticker or Trading Symbol  
VIRTUS INVESTMENT PARTNERS, INC. [VRTS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/02/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, CEO and Director

C/O VIRTUS INVESTMENT PARTNERS, INC., 100 PEARL STREET

(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

HARTFORD, CT 06103

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$0.01 per share					143 <sup>(1)</sup>	D	
Common Stock, par value \$0.01 per share					70	I	By 401(k) <sup>(2)</sup>

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

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(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 Security (Instr. 3 and 4)	Amount of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	(3)	01/02/2009		J V	13,042.213		(4)	(4)	Common Stock	13,042.213
Restricted Stock Units	(3)	01/02/2009		J V	7,808.397		(6)	(6)	Common Stock	7,808.397
Restricted Stock Units	(3)	01/02/2009		J V	1,617.923		(7)	(7)	Common Stock	1,617.923
Stock Option (Right to Buy)	\$ 44.59	01/02/2009		J V	2,361		(8)	06/25/2012	Common Stock	2,361
Stock Option (Right to Buy)	\$ 29.81	01/02/2009		J V	7,266		(8)	11/04/2014	Common Stock	7,266
Stock Option (Right to Buy)	\$ 39.89	01/02/2009		J V	9,082		(10)	02/02/2016	Common Stock	9,082
Stock Option (Right to Buy)	\$ 40	01/02/2009		J V	10,899		(11)	02/08/2017	Common Stock	10,899
Stock Option (Right to Buy)	\$ 31.38	01/02/2009		J V	19,521		(12)	02/13/2018	Common Stock	19,521

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AYLWARD GEORGE R JR C/O VIRTUS INVESTMENT PARTNERS, INC. 100 PEARL STREET HARTFORD, CT 06103	X		President, CEO and Director	

## Signatures

/s/ Kevin J. Carr,  
Attorney-in-Fact

01/06/2009

\*\*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) In connection with the spin-off by Phoenix Companies, Inc. ("PNX") of the Issuer and as part of the pro rata distribution of 100% of the outstanding shares of the Issuer's common stock, the Reporting Person received one share of Issuer common stock for every 20 shares of PNX common stock held as of the record date of the spin-off.

(2) Information regarding stock equivalents held under the Issuer's Savings and Investment Plan presented as of December 31, 2008.

(3) The Restricted Stock Units ("RSUs") convert to common stock of the Issuer on a one-for-one basis.

(4) These RSUs will cliff vest on September 5, 2010.

(5) These RSUs were previously granted to the Reporting Person under a PNX equity plan and, in connection with the spin-off by PNX of the Issuer, were converted into RSUs of the Issuer in accordance with the Employee Matters Agreement, dated December 18, 2008, between the Issuer and PNX.

(6) These RSUs will cliff vest on February 13, 2011.

(7) These RSUs will vest in two equal increments on March 5, 2009 and March 5, 2010.

(8) This option is currently vested and exercisable.

(9) These options were previously granted to the Reporting Person under a PNX equity plan and, in connection with the spin-off by PNX of the Issuer, were converted into options to purchase common stock of the Issuer in accordance with the Employee Matters Agreement, dated December 18, 2008, between the Issuer and PNX.

(10) This option is vested with respect to 6,055 of the underlying shares. The remaining portion of the option covering 3,027 shares will vest on February 2, 2009.

(11) This option is vested with respect to 3,633 of the underlying shares. The remaining portion of the option covering 7,266 shares will vest in equal increments on February 8, 2009 and February 8, 2010.

(12) This option will vest in one-third increments on February 13, 2009, February 13, 2010, and February 13, 2011.

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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