

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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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 ⁽¹⁾ | D | |
| Common Stock, par value \$0.01 per share | | | | | 70 | I | By 401(k) ⁽²⁾ |

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

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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 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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