

WisdomTree Investments, Inc.
 Form 4
 February 06, 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 *
 Lilien R Jarrett

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1200 BROADWAY, SUITE 8B
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/02/2012

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

NEW YORK, NY 10001

(City) (State) (Zip)

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

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 | 02/02/2012 | | M | | 190,098 | A | \$ 0.95 |
| | | | | | | | 309,750 ⁽¹⁾ |
| | | | | | | | I |
| | | | | | | | By Bendigo Ventures |
| Common Stock | 02/02/2012 | | S | | 269,045 | D | \$ 5.33 |
| | | | | | | | 40,705 ⁽¹⁾ |
| | | | | | | | I |
| | | | | | | | By Bendigo Ventures |
| Common Stock | 02/03/2012 | | M | | 43,377 | A | \$ 0.95 |
| | | | | | | | 84,082 ⁽¹⁾ |
| | | | | | | | I |
| | | | | | | | By Bendigo Ventures |
| Common Stock | 02/03/2012 | | S | | 43,377 | D | \$ 5.33 |
| | | | | | | | 40,705 ⁽¹⁾ |
| | | | | | | | I |
| | | | | | | | By Bendigo Ventures |

Ventures

Common Stock 266,667 D

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 Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 0.95 | 02/02/2012 | | M | 190,098 | (2) | 11/12/2018 | Common Stock | 190,098 |
| Stock Option (right to buy) | \$ 0.95 | 02/03/2012 | | M | 43,377 | (2) | 11/12/2018 | Common Stock | 43,377 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lilien R Jarrett 1200 BROADWAY SUITE 8B NEW YORK, NY 10001 | X | | | |

Signatures

/s/ Peter M. Ziemba,
Attorney-in-Fact 02/06/2012

__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. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 40,705 shares of restricted stock awarded on July 27, 2011 and vesting as to 13,568 shares on each of July 27, 2012 and 2013 and as to 13,569 shares on July 27, 2014.
- (2) Exercisable as to 1/3 on each of November 13, 2009, 2010, and 2011

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