

NATIONAL HOLDINGS CORP
 Form 4
 March 17, 2006

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 *
LOWNEY GREGORY C

2. Issuer Name and Ticker or Trading Symbol
**NATIONAL HOLDINGS CORP
 [OLYD.BB]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
15207 NE 68TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2006

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

REDMOND, WA 98052
 (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 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 | | |

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

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 control number.

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
|----------------------------|------------------------------|------------------|------------|---|---|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | | | | |
| Series A Convertible Stock | (1) | 03/15/2006 | D | (2) | | (3) | (4) | Common Stock | 401,000 |
| Series A Convertible Stock | (5) | 03/15/2006 | A | (2) | | (3) | (4) | Common Stock | 481,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LOWNEY GREGORY C 15207 NE 68TH STREET REDMOND, WA 98052 | | X | | |
| SNYDER MARYANNE K 15207 NE 68TH STREET REDMOND, WA 98052 | | X | | |

Signatures

Gregory C. Lowney (By Adrian I. Kuzycz by Power of Attorney) 03/17/2006

__Signature of Reporting Person Date

Maryanne K. Snyder (By Adrian I. Kuzycz by Power of Attorney) 03/17/2006

__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) The securities are convertible into shares of the Company's Common Stock at \$1.50 per share.
- (2) Amendment of the Company's Certificate of Designation reducing the conversion price of the Series A Convertible Preferred Stock resulting in deemed cancellation of outstanding shares and grant of replacement shares.
- (3) The securities are exercisable immediately.
- (4) Inapplicable.
- (5) The securities are convertible into shares of the Company's Common Stock at \$1.25 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.