

Dewey Christopher C  
Form 4  
March 02, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dewey Christopher C

2. Issuer Name **and** Ticker or Trading  
Symbol  
NATIONAL HOLDINGS CORP  
[NHL.D.OB]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
120 BROADWAY, 27TH FLOOR  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2009

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Vice Chairman

NEW YORK, NY 10271

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | 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  
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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative Securities<br>Acquired (A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Am<br>Underlying Sec<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|----------------------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|----------------------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------|

## Edgar Filing: Dewey Christopher C - Form 4

| (Instr. 3)                                          | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)<br>Code | Disposed of (D)<br>(Instr. 3, 4, and 5)<br>(A) (D) | Date<br>Exercisable | Expiration<br>Date | Title                                   | A<br>N<br>S |
|-----------------------------------------------------|------------------------------------|------------------|--------------------|----------------------------------------------------|---------------------|--------------------|-----------------------------------------|-------------|
| Warrant<br>(right to<br>acquire<br>common<br>stock) | \$ 1                               | 02/25/2009       | A                  | 125,000                                            | 02/25/2009          | 02/22/2012         | Common<br>Stock,<br>\$0.02 par<br>value | 1           |
| Warrant<br>(right to<br>acquire<br>common<br>stock) | \$ 1.4                             | 02/25/2009       | D                  | 125,000                                            | 02/22/2007          | 02/22/2012         | Common<br>Stock,<br>\$0.02 par<br>value | 1           |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |               |       |
|-------------------------------------------------------------------------|---------------|-----------|---------------|-------|
|                                                                         | Director      | 10% Owner | Officer       | Other |
| Dewey Christopher C<br>120 BROADWAY<br>27TH FLOOR<br>NEW YORK, NY 10271 | X             |           | Vice Chairman |       |

## Signatures

Christopher C. Dewey (By Mark F. Coldwell, by Power of Attorney) 03/02/2009

\_\_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 consideration for entering into a forbearance agreement, the reporting person agreed to the cancellation of a warrant issued him on February 22, 2007, in exchange for a new warrant having a lower exercise price.

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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