

Kimbrough Jenifer G
 Form 4
 March 21, 2018

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 *
 Kimbrough Jenifer G

2. Issuer Name and Ticker or Trading Symbol
 FEDERATED NATIONAL HOLDING Co [FNHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 14050 N.W. 14 STREET, SUITE 180
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/16/2018

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

SUNRISE, FL 33323

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 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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock, par value \$0.01 per share	03/16/2018		A		4,297	A	\$ 11 25,390 (2)
Common Stock, par value \$0.01 per share	03/16/2018		S		1,441	D	\$ 16.7571 23,949 (2)
	03/16/2018		S		2,800	D	21,149 (2)

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Common Stock, par value \$0.01 per share	\$ 16.8116 <u>(4)</u>			
Common Stock, par value \$0.01 per share		1,110	I	Held in Ms. Kimbrough's IRA

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.

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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)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 4.4					04/06/2013 ⁽⁵⁾ 04/06/2022	Common Stock, par value \$0.01 per share	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kimbrough Jenifer G 14050 N.W. 14 STREET SUITE 180 SUNRISE, FL 33323	X			

Signatures

/s/ Jenifer G.
Kimbrough

03/20/2018

__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) Restricted stock award pursuant to the Issuer's 2012 Stock Incentive Plan.

1,912 restricted shares vested on 3/10/2018 and 1,097 restricted shares vested on 3/14/2018; therefore resulting from the vesting of 3,009

(2) restricted shares and the grant of 4,297 restricted shares on 3/16/2018, a total of 11,707 of the Reporting Person's shares are subject to vesting under the Issuer's 2012 Stock Incentive Plan.

The price reported in Column 4 is a weighted average price. These shares sold in multiple transactions at prices ranging from \$16.50 to

(3) \$17.09, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price with the range set forth above.

The price reported in Column 4 is a weighted average price. These shares sold in multiple transactions at prices ranging from \$16.731 to

(4) \$16.8737, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price with the range set forth above.

(5) The stock options are fully vested.

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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