

Baumgartner Mark F
 Form 4
 April 01, 2013

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 *
 Baumgartner Mark F

(Last) (First) (Middle)
 1716 CORPORATE LANDING PARKWAY
 (Street)

VIRGINIA BEACH, VA 23454

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 JTH Holding, Inc. [TAX]

3. Date of Earliest Transaction (Month/Day/Year)
 03/29/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Class A Common Stock	03/29/2013		M		21,820 A \$ 5.5	107,804 ⁽¹⁾	D
Class A Common Stock	03/29/2013		F		12,344 ⁽²⁾ D \$ 5.5	95,460 ⁽¹⁾	D
Class A Common Stock	04/01/2013		D		9,476 D \$ 15.8	85,984 ⁽¹⁾	D
Class A Common	04/01/2013		M		18,180 A \$ 5.5	104,164 ⁽¹⁾	D

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Stock

Class A

Common Stock 04/01/2013 D 18,180 D \$ 15.8 85,984 ⁽¹⁾ D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 5.5	03/29/2013		M	21,820	04/15/2008 04/15/2013	Class A Common Stock 21,820
Employee Stock Options (Right to Buy)	\$ 5.5	04/01/2013		M	18,180	04/15/2008 04/15/2013	Class A Common Stock 18,180

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Baumgartner Mark F
1716 CORPORATE LANDING PARKWAY
VIRGINIA BEACH, VA 23454

Chief Financial Officer

Signatures

Mark F.

Baumgartner

04/01/2013

__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 10,083 shares owned indirectly by 401(k) plan.

(2) Reflects 12,344 shares withheld by the issuer at the market price of \$15.80 per share less an exercise price of \$5.50 per share to fund the cashless exercise of 21,820 options owned by Mr. Baumgartner, which cashless exercise was approved by the Board of Directors.

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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