

RAMSEY PATRICK J.
Form 4
May 24, 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 *
RAMSEY PATRICK J.

2. Issuer Name and Ticker or Trading Symbol
MULTIMEDIA GAMES HOLDING COMPANY, INC. [MGAM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Last) (First) (Middle)
MULTIMEDIA GAMES HOLDING COMPANY, INC., 206 WILD BASIN ROAD, BLDG. B, SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2012

(Street)
AUSTIN, TX 78746

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/22/2012		M ⁽¹⁾		25,300	A	\$ 4.45
Common Stock	05/22/2012		S		25,300	D	\$ 12.9483
Common Stock	05/23/2012		M		44,238	A	\$ 4.45
Common Stock	05/23/2012		S		44,238	D	\$ 1,025,462

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Stock						12.9105		
						<u>(3)</u>		
Common Stock	05/24/2012		M	14,747	A	\$ 4.45	14,747	D
Common Stock	05/24/2012		S	14,747	D	\$ 12.8307	1,010,715	D
						<u>(4)</u>		

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.45	05/22/2012		M	25,300	09/14/2008 09/13/2015	Common Stock 25,300
Employee Stock Option (Right to Buy)	\$ 4.45	05/23/2012		M	44,238	09/14/2008 09/13/2015	Common Stock 44,238
Employee Stock Option (Right to Buy)	\$ 4.45	05/24/2012		M	14,747	09/14/2008 09/13/2015	Common Stock 14,747

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

RAMSEY PATRICK J.
MULTIMEDIA GAMES HOLDING COMPANY, INC. X President and CEO
206 WILD BASIN ROAD, BLDG. B, SUITE 400
AUSTIN, TX 78746

Signatures

/s/ Velissa Jewell,
Attorney-in-Fact 05/24/2012

__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) The exercise and sales reported in this filing were made pursuant to the 10b5-1 sales plan of Reporting Person, signed on May 8, 2012.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.75 to \$13.41, inclusive. The Reporting Person undertakes to provide to Multimedia Games Holding Company, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 2 of this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.56 to \$13.10, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 3 of this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.71 to \$13.03, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 4 of this Form 4.
- (4)

Remarks:

This Form 4 was executed by Velissa Jewell pursuant to the Limited Power of Attorney filed with the Securities and Exchange

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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