

NATIONAL HOLDINGS CORP

Form 4

January 22, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVIN ALAN B

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)
1200 NORTH FEDERAL
HWY, SUITE 400

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2013

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

(Street)
BOCA RATON, FL 33432

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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, par value \$0.02 per share	09/19/2013		M		16,667	A	(1) 57,167
Common Stock, par value \$0.02 per share	09/19/2014		M		16,667	A	(1) 123,834 (2)

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
Restricted Stock Units	(3)	09/19/2013		A		50,000		(3)	(3)	Common Stock	50,000
Restricted Stock Units	(3)	09/19/2013		M		16,667		(3)	(3)	Common Stock	16,667
Restricted Stock Units	(3)	09/19/2014		M		16,667		(3)	(3)	Common Stock	16,667

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEVIN ALAN B 1200 NORTH FEDERAL HWY SUITE 400 BOCA RATON, FL 33432	Chief Financial Officer

Signatures

/s/ Alan B. Levin 01/22/2015

__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 units convert into common stock on a one-for-one basis.

(2)

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Includes 50,000 shares of common stock acquired by the reporting person on March 19, 2014 and previously reported on a Form 4 filed by the reporting person on March 19, 2014.

On September 19, 2013, the reporting person was granted 50,000 restricted stock units under the National Holdings Corporation 2013

- (3) Omnibus Incentive Plan. The restricted stock units vest as follows: (1) 1/3 vested on September 19, 2013, (2) 1/3 vested on September 19, 2014 and (3) 1/3 will vest on September 19, 2015.

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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