

SOKOLOW LEONARD J
 Form 4
 July 02, 2008

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 *
 SOKOLOW LEONARD J

2. Issuer Name and Ticker or Trading Symbol
 NATIONAL HOLDINGS CORP
 [NHLD.OB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3010 NORTH MILITARY TRAIL, STE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman & President

BOCA RATON, FL 33431

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.02 par value | 07/01/2008 | | A | | 823,622 | A | 0.02 |
| | | | | | 823,622 | D | |

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

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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 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 Number Shares |
| Option (right to purchase) | \$ 1.11 | 07/01/2008 | | A | 210,000 | (2) 12/29/2010 | Common Stock 210,000 |
| Option (right to purchase) | \$ 1.5 | 07/01/2008 | | A | 280,000 | (4) 12/28/2011 | Common Stock 280,000 |
| Option (right to buy) | \$ 1.64 | 07/01/2008 | | A | 1,000,000 | (6) 06/30/2015 | Common Stock 1,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SOKOLOW LEONARD J 3010 NORTH MILITARY TRAIL STE 300 BOCA RATON, FL 33431 | X | | Vice Chairman & President | |

Signatures

Leonard J. Sokolow (By Mark F. Coldwell, by Power of Attorney) 07/02/2008

**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) Received in exchange for 5,883,010 shares of vFinance, Inc. common stock in connection with the merger of vFinance, Inc. with vFin Acquisition Corporation, a wholly-owned subsidiary of National Holdings Corporation (the "Merger"). On the day prior to the effective date of the Merger, the closing price of vFinance's common stock was \$0.17 and the closing price of National's common stock was \$1.75.
- (2) 50% of these options are immediately exercisable. Remaining options vest 50% per year beginning December 30, 2008.
- (3) Received in the Merger in exchange for an employee stock option to purchase 1,500,000 shares of vFinance, Inc. common stock at \$0.155 per share.
- (4) 50% of these options are immediately exercisable. Remaining options vest 50% per year beginning December 28, 2008.

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- (5) Received in the Merger in exchange for an employee stock option to purchase 2,000,000 shares of vFinance, Inc. common stock at \$0.21 per share.
- (6) Option vests 25% immediately and 25% per year beginning July 1, 2009.

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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