#### FEDERATED NATIONAL HOLDING CO

Form 4

August 07, 2014

# 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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

Symbol

1(b).

Form 5

(Print or Type Responses)

PRYGELSKI PETER J

1. Name and Address of Reporting Person \*

FEDERATED NATIONAL (Check all applicable) HOLDING CO [FNHC] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 14050 N.W. 14 STREET, SUITE 08/06/2014 Chief Financial Officer & Trea 180 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SUNRISE, FL 33323 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock, par S 400 (1) D value 08/06/2014 85,600 (2) D \$0.01 per share Common Stock, par value 08/06/2014 S 190 (1) D 85,410 <sup>(2)</sup> D \$0.01 per share 256 (1) D 08/06/2014 S 85,154 (2) D

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

Common Stock, par value \$0.01 per share				\$ 20.88		
Common Stock, par value \$0.01 per share	08/06/2014	S	400 <u>(1)</u> D	\$ 20.89	84,754 (2)	D
Common Stock, par value \$0.01 per share	08/06/2014	S	200 <u>(1)</u> D	\$ 20.9	84,554 (2)	D
Common Stock, par value \$0.01 per share	08/06/2014	S	100 <u>(1)</u> D	\$ 20.91	84,454 (2)	D
Common Stock, par value \$0.01 per share	08/06/2014	S	160 <u>(1)</u> D	\$ 20.94	84,294 (2)	D
Common Stock, par value \$0.01 per share	08/06/2014	S	1 (1) D	\$ 20.99	84,293 (2)	D
Common Stock, par value \$0.01 per share	08/06/2014	S	200 <u>(1)</u> D	\$ 21.02	84,093 (2)	D
Common Stock, par value \$0.01 per share	08/06/2014	S	300 <u>(1)</u> D	\$ 21.03	83,793 (2)	D
Common Stock, par value \$0.01 per share	08/06/2014	S	193 <u>(1)</u> D	\$ 21.05	83,600 (2)	D
	08/06/2014	S	400 (1) D		83,200 (2)	D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned									
			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.				SEC 1474 (9-02)		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.									
Common Stock, par value \$0.01 per share					4,000	I	Held in Mr Prygelski's IRA		
Common Stock, par value \$0.01 per share	08/06/2014	S	200 <u>(1)</u> D	\$ 21.08	83,000 (2)	D			
Common Stock, par value \$0.01 per share				\$ 21.06					

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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
Stock Options (right to buy)	\$ 4.36					03/03/2011(3)	03/03/2020	Common Stock, par value \$0.01 per share	15,000
Stock Options (right to buy)	\$ 2.45					08/22/2012(4)	08/22/2021	Common Stock, par value \$0.01	10,000
	\$ 4.4					04/06/2013(4)	04/06/2022		15,000

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Stock Common Options Stock, par (right to buy) \$0.01 per share

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PRYGELSKI PETER J 14050 N.W. 14 STREET SUITE 180

SUITE 180

SUNRISE, FL 33323

Chief Financial Officer & Trea

**Signatures** 

/s/ Peter J. 08/07/2014 Prygelski, III

\*\*Signature of Reporting 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) Shares sold to cover tax liability on restricted shares which vested on 8/5/2014.
- (2) A total of 66,341 of the Reporting Person's shares are subject to vesting under the Issuer's 2012 Stock Incentive Plan.
- (3) The options vest 20% per year.
- (4) The options vest 33 1/3% per year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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