

Patel Paresh  
Form 4  
February 02, 2012

**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 \*  
Patel Paresh

(Last) (First) (Middle)  
5300 W. CYPRESS STREET, SUITE 100  
(Street)

TAMPA, FL 33607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Homeowners Choice, Inc. [HCII]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2012

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 Executive 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 (A) or (D) Price			
Common stock					284,000	D <sup>(1)</sup>	
Common stock	01/31/2012		G	4,000 <sub>(2)</sub> D \$ 0 <sub>(2)</sub>	63,000	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)

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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Warrant (Right to Buy)	\$ 9.1 <sup>(3)</sup>					<sup>(3)</sup>	07/30/2013	Common	2,000 <sup>(3)</sup>
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 2.5					<sup>(5)</sup>	09/05/2017	Common	60,000
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 2.5					<sup>(6)</sup>	05/31/2017	Common	60,000
Stock Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(8)</sup>					11/14/2008	07/30/2013	Common	1,400 <sup>(8)</sup>
Stock Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(10)</sup>					<sup>(10)</sup>	07/30/2013	Common	3,900 <sup>(10)</sup>
Stock Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(11)</sup>					11/19/2008	07/30/2013	Common	2,050 <sup>(11)</sup>
Stock Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(12)</sup>					11/20/2008	07/30/2013	Common	2,500 <sup>(12)</sup>
Stock Warrant (Right to Buy)	\$ 9.1 <sup>(13)</sup>					11/25/2008	07/30/2013	Common	500 <sup>(13)</sup>

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Buy) <sup>(7)</sup>					
Stock					
Warrant (Right to Buy)	\$ 9.1 <sup>(14)</sup>	12/09/2008	07/30/2013	Common	450 <sup>(14)</sup>
Stock					
Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(15)</sup>	<sup>(15)</sup>	07/30/2013	Common	930 <sup>(15)</sup>
Stock					
Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(16)</sup>	02/04/2009	07/30/2013	Common	401 <sup>(16)</sup>
Stock					
Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(17)</sup>	03/25/2009	07/30/2013	Common	750 <sup>(17)</sup>
Stock					
Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(18)</sup>	03/30/2009	07/30/2013	Common	500 <sup>(18)</sup>
Stock					
Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(19)</sup>	04/01/2009	07/30/2013	Common	2,200 <sup>(19)</sup>
Series A Cumulative Redeemable Preferred Stock, no par value <sup>(20)</sup>	\$ 10	03/25/2011	<sup>(21)</sup>	Common	10,000
Stock					
Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(22)</sup>	05/06/2009	07/30/2013	Common	2,500 <sup>(22)</sup>
Stock					
Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(23)</sup>	05/11/2009	07/30/2013	Common	2,500 <sup>(23)</sup>
Stock					
Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(24)</sup>	<sup>(24)</sup>	07/30/2013	Common	3,950 <sup>(24)</sup>
Stock					
Warrant	\$ 9.1 <sup>(25)</sup>	06/16/2010	07/30/2013	Common	5,000 <sup>(25)</sup>

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(Right to Buy)					
Stock Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(26)</sup>	06/05/2009	07/30/2013	Common	1,300 <sup>(26)</sup>
Stock Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(27)</sup>	07/28/2009	07/30/2013	Common	1,025 <sup>(27)</sup>
Stock Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(28)</sup>	08/14/2009	07/30/2013	Common	2,500 <sup>(28)</sup>
Stock Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(29)</sup>	08/17/2009	07/30/2013	Common	2,500 <sup>(29)</sup>
Stock Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(30)</sup>	08/27/2009	07/30/2013	Common	2,500 <sup>(30)</sup>
Stock Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(31)</sup>	09/01/2009	07/30/2013	Common	2,500 <sup>(31)</sup>
Stock Warrant (Right to Buy) <sup>(7)</sup>	\$ 9.1 <sup>(32)</sup>	09/04/2009	07/30/2013	Common	2,500 <sup>(32)</sup>
Stock Warrant (Right to Buy)	\$ 9.1 <sup>(33)</sup>	05/20/2010	07/30/2013	Common	3,550 <sup>(33)</sup>
Stock Warrant (Right to Buy)	\$ 9.1 <sup>(34)</sup>	06/02/2010	07/30/2013	Common	2,500 <sup>(34)</sup>
Stock Warrant (Right to Buy)	\$ 9.1 <sup>(35)</sup>	06/03/2010	07/30/2013	Common	5,000 <sup>(35)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Patel Paresh 5300 W. CYPRESS STREET SUITE 100 TAMPA, FL 33607	X		Chief Executive Officer	

## Signatures

/s/ Cathy J. Welch as Attorney-in-fact for Paresh  
Patel

02/02/2012

\_\_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) Shares are held jointly with spouse.
  - (2) Bona fide gift of 4,000 shares to one family member who does not reside in the same household as Mr. Patel.  
In connection with the Homeowners Choice, Inc. initial public offering ("IPO"), 4,000 units were purchased on 7/25/08 at a price of \$7.00 per unit, with each unit consisting of one share of common stock and one warrant. Two warrants may be exercised to acquire one share of common stock at an exercise price equal to \$9.10 per share. The warrants may be exercised any time after the closing of the IPO up to five years after the July 30, 2008 IPO closing date.
  - (3) The options were granted pursuant to the Homeowners Choice, Inc. 2007 Stock Option and Incentive Plan.
  - (4) These options vest and become immediately exercisable upon the fair market value of the Company's Common Stock reaching \$7.50 per share.
  - (5) Commencing on June 1, 2007 and continuing on the first day of each calendar month thereafter through and including January 1, 2010, the amount of 5,000 options will vest and become exercisable on each such monthly vesting date.
  - (6) Acquired pursuant to a Section 10b5-1 purchase plan.
  - (7) 2,800 warrants were purchased on 11/14/08 at a price of \$0.3382 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
  - (8) Warrants are held in the reporting person's IRA.  
3,800 warrants were purchased and exercisable on 11/18/08 and 4,000 warrants were purchased and exercisable on 4/6/2009 at a price of \$0.45 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
  - (9) 4,100 warrants were purchased on 11/19/08 at a price of \$0.35 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
  - (10) 5,000 warrants were purchased on 11/20/08 at a price of \$0.38 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
  - (11) 1,000 warrants were purchased on 11/25/08 at a price of \$0.40 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
  - (12) 900 warrants were purchased on 12/09/08 at a price of \$0.50 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
  - (13) 360 warrants were purchased on 2/2/09 and 1,500 warrants were purchased on 2/06/09 at a price of \$0.47 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
  - (14) 802 warrants were purchased on 2/4/09 at a price of \$0.47 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.

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- (17) 1,500 warrants were purchased on 3/25/09 at a price of \$0.42 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (18) 1,000 warrants were purchased on 3/30/09 at a price of \$0.49 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (19) 4,400 warrants were purchased on 4/01/09 at a price of \$0.475 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (20) Shares were purchased in connection with Homeowners Choice, Inc.'s ("HCI") offering of its 7% Series A Cumulative Redeemable Preferred Stock ("Series A Preferred"), which was completed on March 25, 2011. Each share of the Series A Preferred will be convertible, at the holder's option at any time, initially into one share of HCI's common stock based upon an initial conversion price of \$10.00 per share.
- (21) HCI may terminate this conversion right on or after March 31, 2014, if, for at least twenty trading days within any period of thirty consecutive trading days, the market price of HCI's common stock exceeds the conversion price of the Series A Preferred by more than 20% and HCI's common stock is then traded on the New York Stock Exchange, the NASDAQ Global Select Market, the NASDAQ Global Market, the NASDAQ Capital Market, or the NYSE Amex.
- (22) 5,000 warrants were purchased on 5/06/09 at a price of \$0.474 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (23) 5,000 warrants were purchased on 05/11/09 at a price of \$0.504 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (24) 5,000 warrants were purchased on 05/21/09 and 2,900 warrants were purchased on 05/28/09 at a price of \$0.50 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (25) 10,000 warrants were purchased on 06/16/10 at a price of \$0.45 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (26) 2,600 warrants were purchased on 06/05/09 at a price of \$0.5077 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (27) 2,050 warrants were purchased on 07/28/09 at a price of \$0.5834 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (28) 5,000 warrants were purchased on 08/14/09 at a price of \$0.6971 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (29) 5,000 warrants were purchased on 08/17/09 at a price of \$0.69 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (30) 5,000 warrants were purchased on 08/27/09 at a price of \$0.70 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (31) 5,000 warrants were purchased on 09/01/09 at a price of \$0.60 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (32) 5,000 warrants were purchased on 09/04/09 at a price of \$0.70 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (33) 7,100 warrants were purchased on 5/20/10 at a price of \$0.60 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (34) 5,000 warrants were purchased on 06/02/10 at a price of \$0.46 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (35) 10,000 warrants were purchased on 06/03/10 at a price of \$0.50 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.

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.