

FEDERATED NATIONAL HOLDING CO
 Form 4
 August 07, 2014

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 *
 PRYGELSKI PETER J

2. Issuer Name and Ticker or Trading Symbol
 FEDERATED NATIONAL HOLDING CO [FNHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 14050 N.W. 14 STREET, SUITE 180
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/06/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Financial Officer & Treas

SUNRISE, FL 33323

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, par value \$0.01 per share | 08/06/2014 | | S | 400 ⁽¹⁾ D | \$ 20.85 | 85,600 ⁽²⁾ | D |
| Common Stock, par value \$0.01 per share | 08/06/2014 | | S | 190 ⁽¹⁾ D | \$ 20.87 | 85,410 ⁽²⁾ | D |
| | 08/06/2014 | | S | 256 ⁽¹⁾ D | | 85,154 ⁽²⁾ | D |

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

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| | | | | | | | | |
|--|------------|--|---|--------------------|-------------|-------------|-----------------------|-----------------------------------|
| Common Stock, par value \$0.01 per share | | | | | \$ 21.06 | | | |
| Common Stock, par value \$0.01 per share | 08/06/2014 | | S | 200 ⁽¹⁾ | D | \$ 21.08 | 83,000 ⁽²⁾ | D |
| Common Stock, par value \$0.01 per share | | | | | | | 4,000 | I |
| | | | | | | | | Held in Mr. Prygelski's IRA |

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) | 8. Amount or Number of Shares |
|---|--|---|---|---|---|--|---|--|
| Stock Options (right to buy) | \$ 4.36 | | | | | Date Exercisable 03/03/2011 ⁽³⁾ Expiration Date 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 |

Stock
Options
(right to
buy)

Common
Stock, par
value
\$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 SUNRISE, FL 33323 | X | | Chief Financial Officer & Treas | |

Signatures

/s/ Peter J.
Prygelski, III

08/07/2014

__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 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.
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