FEDERATED NATIONAL HOLDING CO
Form 4
March 06, 2014

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 *
Braun Michael H

(Last) (First) (Middle)

14050 N.W. 14 STREET, SUITE 180

(Street)

SUNRISE, FL 33323

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer & Pres

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	03/04/2014		A		43,997	A	(1)	187,149 (2)	D	
Common Stock, par value $0.01 per share	03/05/2014		S		148 (3)	D	$ 15.9	187,001 (2)	D	
	03/05/2014		S		16 (3)	D	$ 15.91	186,985 (2)	D	

Common Stock, par value $0.01 per share								
Common Stock, par value $0.01 per share	03/05/2014		S	842 (3)	D	$ 15.93	186,143 (2)	D
Common Stock, par value $0.01 per share	03/05/2014		S	21 (3)	D	$ 15.94	186,122 (2)	D
Common Stock, par value $0.01 per share	03/05/2014		S	320 (3)	D	$ 15.95	185,802 (2)	D
Common Stock, par value $0.01 per share	03/05/2014		S	18 (3)	D	$ 15.96	185,784 (2)	D
Common Stock, par value $0.01 per share	03/05/2014		S	53 (3)	D	$ 15.965	185,731 (2)	D
Common Stock, par value $0.01 per share	03/05/2014		S	13 (3)	D	$ 15.97	185,718 (2)	D
Common Stock, par value $0.01 per share	03/05/2014		S	952 (3)	D	$ 16	184,766 (2)	D
Common Stock, par value $0.01 per share	03/05/2014		S	17 (3)	D	$ 16.01	184,749 (2)	D
	03/05/2014		S	216 (3)	D	$ 16.02	184,533 (2)	D

Common Stock, par value $0.01 per share									
Common Stock, par value $0.01 per share	03/05/2014		S		119 (3)	D	$ 16.04	184,414 (2)	D

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

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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. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	$ 8.32							07/01/2009 (4)	07/01/2014	Common Stock, par value $0.01 per share	40,000	
Stock Options (right to buy)	$ 4.59							12/12/2009 (5)	12/12/2018	Common Stock, par value $0.01 pre share	500	
Stock Options (right to buy)	$ 4.73							01/02/2010 (4)	01/02/2015	Common Stock, par value $0.01 per share	40,000	

Stock Options (right to buy)	$ 4.36	03/03/2011 (4)	03/03/2020	Common Stock, par value $0.01 per share	15,000
Stock Options (right to buy)	$ 2.45	08/22/2012 (5)	08/22/2021	Common Stock, par value $0.01 per share	10,000
Stock Options (right to buy)	$ 4.4	04/06/2013 (5)	04/06/2022	Common Stock, par value $0.01	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Braun Michael H 14050 N.W. 14 STREET SUITE 180 SUNRISE, FL 33323	X		Chief Executive Officer & Pres	

Signatures

/s/ Michael H. Braun	03/06/2014
**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)** Restricted stock award pursuant to the Issuer's 2012 Stock Incentive Plan.
- **(2)** 8,334 restricted shares vested on 3/4/2014; therefore, resulting from the vesting of 8,334 restricted shares following the restricted stock grant on 3/4/2014, a total of 160,663 of the Reporting Person's shares are subject to vesting under the Issuer's 2012 Stock Incentive Plan.
- **(3)** Shares sold to cover tax liability on 3/4/2014.
- **(4)** The options vest 20% per year.
- **(5)** 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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