

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

(City) (State) (Zip)

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

**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)
Common Stock, par value \$0.01 per share	08/06/2014		S	400 <sup>(1)</sup> D	\$ 20.85 85,600 <sup>(2)</sup>	D	
Common Stock, par value \$0.01 per share	08/06/2014		S	190 <sup>(1)</sup> D	\$ 20.87 85,410 <sup>(2)</sup>	D	
	08/06/2014		S	256 <sup>(1)</sup> D	85,154 <sup>(2)</sup>	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 <sup>(1)</sup>	D	\$ 20.89	84,754 <sup>(2)</sup>	D
Common Stock, par value \$0.01 per share	08/06/2014	S	200 <sup>(1)</sup>	D	\$ 20.9	84,554 <sup>(2)</sup>	D
Common Stock, par value \$0.01 per share	08/06/2014	S	100 <sup>(1)</sup>	D	\$ 20.91	84,454 <sup>(2)</sup>	D
Common Stock, par value \$0.01 per share	08/06/2014	S	160 <sup>(1)</sup>	D	\$ 20.94	84,294 <sup>(2)</sup>	D
Common Stock, par value \$0.01 per share	08/06/2014	S	1 <sup>(1)</sup>	D	\$ 20.99	84,293 <sup>(2)</sup>	D
Common Stock, par value \$0.01 per share	08/06/2014	S	200 <sup>(1)</sup>	D	\$ 21.02	84,093 <sup>(2)</sup>	D
Common Stock, par value \$0.01 per share	08/06/2014	S	300 <sup>(1)</sup>	D	\$ 21.03	83,793 <sup>(2)</sup>	D
Common Stock, par value \$0.01 per share	08/06/2014	S	193 <sup>(1)</sup>	D	\$ 21.05	83,600 <sup>(2)</sup>	D
	08/06/2014	S	400 <sup>(1)</sup>	D		83,200 <sup>(2)</sup>	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 <sup>(1)</sup>	D	\$ 21.08	83,000 <sup>(2)</sup>	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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Options (right to buy)	\$ 4.36					03/03/2011 <sup>(3)</sup>	03/03/2020	Common Stock, par value \$0.01 per share
Stock Options (right to buy)	\$ 2.45					08/22/2012 <sup>(4)</sup>	08/22/2021	Common Stock, par value \$0.01
	\$ 4.4					04/06/2013 <sup>(4)</sup>	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.

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