BENSTOCK MICHAEL

Form 4

February 07, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

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obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BENSTOCK MICHAEL

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SUPERIOR UNIFORM GROUP

(Check all applicable)

CEO

INC [SGC]

02/04/2011

(Month/Day/Year)

Filed(Month/Day/Year)

(Last) (First) 3. Date of Earliest Transaction

_X__ Director 10% Owner X_ Officer (give title

Other (specify below) below)

C/O SUPERIOR UNIFORM GROUP INC, 10055 SEMINOLE **BLVD**

> (Street) 4. If Amendment, Date Original

(Middle)

Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

SEMINOLE, FL 33772

Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. TransactionAcquired (A) or Code

(Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) Code V Amount (D) Price

(Instr. 3 and 4)

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

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number of or 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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Appreciation Rights (1)	\$ 11.24	02/04/2011		A	27,104	02/07/2011	02/04/2016	Common Stock	27,1
Common Stock (2)	\$ 11.24	02/04/2011		A	8,896	02/07/2011	02/04/2016	Common Stock	8,8

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		
BENSTOCK MICHAEL						
C/O SUPERIOR UNIFORM GROUP INC	X		CEO			
10055 SEMINOLE BLVD	Λ		CEO			
SEMINOLE, FL 33772						

Signatures

Joan Petronella,
POA

**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) To list SARS granted 2/4/11.
- (2) To list options granted 2/4/11.

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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