

FEDERATED NATIONAL HOLDING CO
 Form 4
 March 06, 2013

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 *
DORF CARL

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)
 03/04/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 03/04/2013 | | A | 4,000 A 11 5,500 | | D | |
| Common Stock | | | | | 59,624 | I | Held by Carl Dorf Rollover IRA |
| Common Stock | | | | | 54,164 | I | Held by Dorf Trust |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options | \$ 13.17 | | | | | 12/06/2008 ⁽²⁾ 12/06/2013 | Common Stock | 500 |
| Options | \$ 12.58 | | | | | 01/30/2009 ⁽²⁾ 01/30/2014 | Common Stock | 4,500 |
| Options | \$ 4.73 | | | | | 01/02/2010 ⁽³⁾ 01/02/2019 | Common Stock | 15,000 |
| Options | \$ 2.45 | | | | | 08/22/2012 ⁽³⁾ 08/22/2021 | Common Stock | 10,000 |
| Options | \$ 4.4 | | | | | 04/06/2013 ⁽³⁾ 04/06/2022 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DORF CARL 14050 N.W. 14 STREET SUITE 180 SUNRISE, FL 33323 | X | | | |

Signatures

/s/ Carl Dorf 03/05/2013

**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 Federated National Holding Company 2012 Stock Incentive Plan.

(2) Options vest 20% per year.

(3) 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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