

GORDON DAVID
Form 4/A
May 08, 2012

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 *
GORDON DAVID

2. Issuer Name and Ticker or Trading Symbol
COFFEE HOLDING CO INC [JVA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O COFFEE HOLDING CO.,
INC., 3475 VICTORY
BOULEVARD

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2012

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

(Street)
STATEN ISLAND, NY 10314

4. If Amendment, Date Original Filed(Month/Day/Year)
05/03/2012

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.001 par value	05/01/2012		S		62,344 (1)	D	\$ 9.16 (2)
					452,564	D	(3)
Common Stock, \$0.001 par value	05/01/2012		S		19,648	D	\$ 9.12 (1)
					100,352	I	See Footnote 4 and 6 (4) (6)
Common Stock, \$0.001 par	05/02/2012		S		3,369	D	\$ 9.01 (5)
					449,195	D	(3)

value

Common Stock, \$0.001 par value	05/02/2012	S	724	D	\$ 9.01 <u>(5)</u>	99,628	I	See Footnote 4 and 6 <u>(4)</u> <u>(6)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON DAVID C/O COFFEE HOLDING CO., INC. 3475 VICTORY BOULEVARD STATEN ISLAND, NY 10314	X	X	Vice President	

Signatures

/s/ David
Gordon 05/08/2012

**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) The purpose of this amendment (the "Amendment") is to correct a typo in the number that was stated in the Form 4 filed with the SEC on May 3, 2012 (the "Form 4"). The Reporting Person sold 62,344 shares in this transaction rather than 64,344 as was stated in the Form 4.
This transaction was executed in multiple trades at prices ranging from \$9.00 to \$9.54. The price reported above reflects the weighted
(2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number or shares and prices at which the transaction was effected.
 - (3) This Amendment also correctly reflects the number of shares owned by the Reporting Person after each direct transaction. The Form 4 erroneously excluded a deduction of 15,000 shares gifted by the Reporting Person on October 17, 2011 and subsequently reported in the Reporting Person's Form 5 filed with the SEC on January 11, 2012.
 - (4) The Reporting Person beneficially owns 99,628 shares indirectly as custodian for his minor children and 449,195 shares directly.
This transaction was executed in multiple trades at prices ranging from \$9.00 to \$9.03. The price reported above reflects the weighted
(5) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number or shares and prices at which the transaction was effected.
 - (6) The transactions reported on the Form 4 and subsequently updated by this Amendment were executed pursuant to the Reporting Person's previously disclosed Rule 10b5-1 trading plans.

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.