MCCOY DEAN A Form 4

December 15, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

**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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* MCCOY DEAN A

2. Issuer Name and Ticker or Trading

Symbol

NATIONAL BEVERAGE CORP

[FIZZ]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

3. Date of Earliest Transaction

below)

10% Owner Other (specify

(Middle)

(Zip)

12/13/2010

(Month/Day/Year)

X\_ Officer (give title

SR VP & CAO

8100 SW 10TH STREET, SUITE 4000

(First)

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

\_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

PLANTATION, FL 33324

		Tubic I	1 ton Dei	1,441,6 56	cuiiu	cs rrequ	irea, Disposea or	, or beneficial	j O Wilcu
1.Title of	2. Transaction Date		3.	4. Securi		•	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	on(A) or Di	ispose	d of	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	,		
COMMON	10/12/2010		v	2 (00	٨	\$	(1770	Ъ	
STOCK	12/13/2010		X	3,600	A	4.33	64,770	D	
510011						1.55			
COMMON	10/10/2010		***	400		\$	65.050	<b>F</b>	
STOCK	12/13/2010		X	480	A	1 32	65,250	D	
SIOCK						1.52			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: MCCOY DEAN A - Form 4

# 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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
SPECIAL STOCK OPTION	\$ 4.33 (1)	12/13/2010		X		3,600	06/12/2007(1)	02/12/2016	COMMON STOCK	3,6
SPECIAL STOCK OPTION	\$ 1.32 (1)	12/13/2010		X		480	11/05/2002(1)	07/05/2011	COMMON STOCK	48

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

MCCOY DEAN A 8100 SW 10TH STREET SUITE 4000 PLANTATION, FL 33324

SR VP & CAO

# **Signatures**

/s/ Dean A. 12/15/2010 McCoy

\*\*Signature of Date
Reporting Person

## **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).
- Options granted under the Company's Special Stock Option Plan vest over an eight year period in relatively equal amounts at approximately 16 month intervals. The exercise price can be reduced and the vesting schedule can be accelerated by the optionee purchasing and maintaining ownership of shares of common stock and/or the Company achieving performance objectives as determined by the Board of Directors. Reference is made to Exhibit 10.12 of the Company's Form 10-K for the year ended May 1, 2010.

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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